



HEALTH QUARTERLY STATEMENT
AS OF SEPTEMBER 30, 2009
OF THE CONDITION AND AFFAIRS OF THE
UnitedHealthcare of New England, Inc.

NAIC Group Code 0707 0707 NAIC Company Code 95149 Employer's ID Number 05-0413469
(Current) (Prior)

Organized under the Laws of Rhode Island, State of Domicile or Port of Entry RI

Country of Domicile United States of America

Licensed as business type: Health Maintenance Organization

Is HMO Federally Qualified? Yes [] No [X]

Incorporated/Organized 11/14/1984 Commenced Business 12/27/1984

Statutory Home Office 475 Kilvert Street, Suite 310, Warwick , RI 02886-1392
(Street and Number) (City or Town, State and Zip Code)

Main Administrative Office 48 Monroe Turnpike
(Street and Number)
Trumbull , CT 06611, 203-459-6000
(City or Town, State and Zip Code) (Area Code) (Telephone Number)

Mail Address 48 Monroe Turnpike, Trumbull , CT 06611
(Street and Number or P.O. Box) (City or Town, State and Zip Code)

Primary Location of Books and Records 48 Monroe Turnpike
(Street and Number)
Trumbull , CT 06611, 203-459-7424
(City or Town, State and Zip Code) (Area Code) (Telephone Number)

Internet Web Site Address www.unitedhealthcare.com

Statutory Statement Contact Robert Noel Dellacorte, 203-459-7424
(Name) (Area Code) (Telephone Number)
robert_n_dellacorte@uhc.com, 203-452-4690
(E-mail Address) (FAX Number)

OFFICERS

President Stephen John Farrell VP-Finance and Assistant Treasurer Robert Noel Dellacorte
Secretary Christina Regina Palme-Krizak

OTHER

<u>Timothy Gilbert Caron</u> Assistant Secretary	<u>Peter John Clarkson #</u> Chief Executive Officer	<u>Carmel Colica</u> Assistant Secretary
<u>Juanita Valarae Bolland Luis</u> Assistant Secretary	<u>Timothy John Noel #</u> Chief Financial Officer	<u>Robert Worth Oberrender</u> Treasurer
<u>Mary Lynn Stanislav</u> Assistant Secretary	<u>Michelle Marie Huntley Dill #</u> Assistant Secretary	

DIRECTORS OR TRUSTEES

<u>Peter John Clarkson #</u>	<u>Patrice Evelyn Cooper #</u>	<u>Stephen John Farrell</u>
------------------------------	--------------------------------	-----------------------------

State of Rhode Island SS:
County of Kent

The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

<u>Stephen John Farrell</u> President	<u>Christina Regina Palme-Krizak</u> Secretary	<u>Robert Noel Dellacorte</u> VP-Finance and Assistant Treasurer
--	---	---

Subscribed and sworn to before me this
27 day of November 2009

Claudette Levesque

5/14/2011

- a. Is this an original filing? Yes [X] No []
b. If no,
1. State the amendment number.....
2. Date filed
3. Number of pages attached.....

ASSETS

	Current Statement Date			4 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds	163,437,358	0	163,437,358	156,627,689
2. Stocks:				
2.1 Preferred stocks	0	0	0	0
2.2 Common stocks	13,504,981	0	13,504,981	13,835,625
3. Mortgage loans on real estate:				
3.1 First liens			0	0
3.2 Other than first liens			0	0
4. Real estate:				
4.1 Properties occupied by the company (less \$ encumbrances)			0	0
4.2 Properties held for the production of income (less \$ encumbrances)			0	0
4.3 Properties held for sale (less \$ encumbrances)			0	0
5. Cash (\$(4,049,938)), cash equivalents (\$0), and short-term investments (\$7,049,348)	2,999,410	0	2,999,410	6,275,632
6. Contract loans, (including \$ premium notes)			0	0
7. Other invested assets	0		0	0
8. Receivables for securities			0	0
9. Aggregate write-ins for invested assets	0	0	0	0
10. Subtotals, cash and invested assets (Lines 1 to 9)	179,941,749	0	179,941,749	176,738,946
11. Title plants less \$ charged off (for Title insurers only)			0	0
12. Investment income due and accrued	1,598,234	0	1,598,234	1,994,927
13. Premiums and considerations:				
13.1 Uncollected premiums and agents' balances in the course of collection	3,703,874	227,654	3,476,220	3,934,115
13.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ earned but unbilled premiums)			0	0
13.3 Accrued retrospective premiums	9,328	0	9,328	58,755
14. Reinsurance:				
14.1 Amounts recoverable from reinsurers	4,324,823	0	4,324,823	7,297,862
14.2 Funds held by or deposited with reinsured companies			0	0
14.3 Other amounts receivable under reinsurance contracts	944,665	0	944,665	1,695,162
15. Amounts receivable relating to uninsured plans	1,592,751	0	1,592,751	1,299,112
16.1 Current federal and foreign income tax recoverable and interest thereon	0		0	0
16.2 Net deferred tax asset	1,938,013	400,763	1,537,250	1,537,250
17. Guaranty funds receivable or on deposit			0	0
18. Electronic data processing equipment and software			0	0
19. Furniture and equipment, including health care delivery assets (\$)			0	0
20. Net adjustment in assets and liabilities due to foreign exchange rates			0	0
21. Receivables from parent, subsidiaries and affiliates	1,614,309		1,614,309	0
22. Health care (\$8,546,780) and other amounts receivable	8,744,909	198,129	8,546,780	3,526,113
23. Aggregate write-ins for other than invested assets	6,115,697	3,680,544	2,435,153	2,435,153
24. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 10 to 23)	210,528,352	4,507,090	206,021,262	200,517,395
25. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	0
26. TOTAL (Lines 24 and 25)	210,528,352	4,507,090	206,021,262	200,517,395
DETAILS OF WRITE-INS				
0901.				
0902.				
0903.				
0998. Summary of remaining write-ins for Line 9 from overflow page	0	0	0	0
0999. Totals (Lines 0901 through 0903 plus 0998)(Line 9 above)	0	0		0
2301. Prepays	3,680,544	3,680,544	0	
2302. State Income Tax Receivable	2,435,153		2,435,153	2,435,153
2303.				
2398. Summary of remaining write-ins for Line 23 from overflow page	0	0	0	0
2399. Totals (Lines 2301 through 2303 plus 2398)(Line 23 above)	6,115,697	3,680,544	2,435,153	2,435,153

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$ 7,197,682 reinsurance ceded)	48,555,803		48,555,803	43,286,350
2. Accrued medical incentive pool and bonus amounts	242,731		242,731	156,128
3. Unpaid claims adjustment expenses	1,053,121		1,053,121	875,119
4. Aggregate health policy reserves	2,941,701		2,941,701	33,952
5. Aggregate life policy reserves			0	0
6. Property/casualty unearned premium reserve			0	0
7. Aggregate health claim reserves	1,107,816		1,107,816	991,683
8. Premiums received in advance	15,488,780		15,488,780	13,825,409
9. General expenses due or accrued	350,972		350,972	544,481
10.1 Current federal and foreign income tax payable and interest thereon (including \$ on realized gains (losses))	2,636,427		2,636,427	1,356,158
10.2 Net deferred tax liability			0	0
11. Ceded reinsurance premiums payable	5,731,470		5,731,470	10,460,541
12. Amounts withheld or retained for the account of others			0	0
13. Remittances and items not allocated	272,866		272,866	467,956
14. Borrowed money (including \$ current) and interest thereon \$ (including \$ current)			0	0
15. Amounts due to parent, subsidiaries and affiliates	0	0	0	1,461,936
16. Payable for securities	2,986,830		2,986,830	0
17. Funds held under reinsurance treaties (with \$ authorized reinsurers and \$ unauthorized reinsurers)			0	0
18. Reinsurance in unauthorized companies			0	0
19. Net adjustments in assets and liabilities due to foreign exchange rates			0	0
20. Liability for amounts held under uninsured plans			0	0
21. Aggregate write-ins for other liabilities (including \$ current)	12,997	0	12,997	6,725
22. Total liabilities (Lines 1 to 21)	81,381,513	0	81,381,513	73,466,438
23. Aggregate write-ins for special surplus funds	XXX	XXX	0	0
24. Common capital stock	XXX	XXX	5,862,835	5,862,835
25. Preferred capital stock	XXX	XXX		
26. Gross paid in and contributed surplus	XXX	XXX	12,000,000	12,000,000
27. Surplus notes	XXX	XXX		
28. Aggregate write-ins for other than special surplus funds	XXX	XXX	0	0
29. Unassigned funds (surplus)	XXX	XXX	106,776,914	109,188,122
30. Less treasury stock, at cost:				
30.1 shares common (value included in Line 24 \$)	XXX	XXX		
30.2 shares preferred (value included in Line 25 \$)	XXX	XXX		
31. Total capital and surplus (Lines 23 to 29 minus Line 30)	XXX	XXX	124,639,749	127,050,957
32. Total liabilities, capital and surplus (Lines 22 and 31)	XXX	XXX	206,021,262	200,517,395
DETAILS OF WRITE-INS				
2101. Escheatments	12,997		12,997	6,725
2102.				
2103.				
2198. Summary of remaining write-ins for Line 21 from overflow page	0	0	0	0
2199. Totals (Lines 2101 through 2103 plus 2198)(Line 21 above)	12,997	0	12,997	6,725
2301.	XXX	XXX		
2302.	XXX	XXX		
2303.	XXX	XXX		
2398. Summary of remaining write-ins for Line 23 from overflow page	XXX	XXX	0	0
2399. Totals (Lines 2301 through 2303 plus 2398)(Line 23 above)	XXX	XXX	0	0
2801.	XXX	XXX		
2802.	XXX	XXX		
2803.	XXX	XXX		
2898. Summary of remaining write-ins for Line 28 from overflow page	XXX	XXX	0	0
2899. Totals (Lines 2801 through 2803 plus 2898)(Line 28 above)	XXX	XXX	0	0

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member Months	XXX	721,653	842,234	1,117,266
2. Net premium income (including \$ non-health premium income).....	XXX	299,650,283	280,998,386	381,501,198
3. Change in unearned premium reserves and reserve for rate credits.....	XXX	(49,427)	719,083	(238,792)
4. Fee-for-service (net of \$ medical expenses)	XXX	0		0
5. Risk revenue	XXX			0
6. Aggregate write-ins for other health care related revenues	XXX	0	0	0
7. Aggregate write-ins for other non-health revenues	XXX	0	0	0
8. Total revenues (Lines 2 to 7)	XXX	299,600,856	281,717,469	381,262,406
Hospital and Medical:				
9. Hospital/medical benefits		257,520,760	250,877,697	339,178,442
10. Other professional services		860,080	901,080	1,106,786
11. Outside referrals				0
12. Emergency room and out-of-area				0
13. Prescription drugs		41,958,032	39,643,269	53,710,611
14. Aggregate write-ins for other hospital and medical	0	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts		242,732	238,055	316,986
16. Subtotal (Lines 9 to 15)	0	300,581,604	291,660,101	394,312,825
Less:				
17. Net reinsurance recoveries		42,935,103	64,840,170	83,383,583
18. Total hospital and medical (Lines 16 minus 17)	0	257,646,501	226,819,931	310,929,242
19. Non-health claims (net)				0
20. Claims adjustment expenses, including \$1,778,377 cost containment expenses		5,191,571	8,448,679	6,577,831
21. General administrative expenses		36,588,475	34,311,871	43,896,199
22. Increase in reserves for life and accident and health contracts (including \$ increase in reserves for life only)		2,928,000	(928,050)	(807,000)
23. Total underwriting deductions (Lines 18 through 22).....	0	302,354,547	268,652,431	360,596,272
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	(2,753,691)	13,065,038	20,666,134
25. Net investment income earned		5,073,999	5,827,121	7,712,997
26. Net realized capital gains (losses) less capital gains tax of \$(166,943)	0	(741,076)	211,469	(626,609)
27. Net investment gains (losses) (Lines 25 plus 26)	0	4,332,923	6,038,590	7,086,388
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$) (amount charged off \$)].....				
29. Aggregate write-ins for other income or expenses	0	3,779	0	(19,858)
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29)	XXX	1,583,011	19,103,628	27,732,664
31. Federal and foreign income taxes incurred	XXX	554,326	6,894,854	9,541,568
32. Net income (loss) (Lines 30 minus 31)	XXX	1,028,685	12,208,774	18,191,096
DETAILS OF WRITE-INS				
0601.	XXX			
0602.	XXX			
0603.	XXX			
0698. Summary of remaining write-ins for Line 6 from overflow page	XXX	0	0	0
0699. Totals (Lines 0601 through 0603 plus 0698)(Line 6 above)	XXX	0	0	0
0701.	XXX	0		
0702.	XXX			
0703.	XXX			
0798. Summary of remaining write-ins for Line 7 from overflow page	XXX	0	0	0
0799. Totals (Lines 0701 through 0703 plus 0798)(Line 7 above)	XXX	0	0	0
1401.				
1402.				
1403.				
1498. Summary of remaining write-ins for Line 14 from overflow page	0	0	0	0
1499. Totals (Lines 1401 through 1403 plus 1498)(Line 14 above)	0	0	0	0
2901. Other Revenue	0	3,831	0	142
2902. Fines and Penalties		(52)		(20,000)
2903.				
2998. Summary of remaining write-ins for Line 29 from overflow page	0	0	0	0
2999. Totals (Lines 2901 through 2903 plus 2998)(Line 29 above)	0	3,779	0	(19,858)

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1 Current Year to Date	2 Prior Year to Date	3 Prior Year Ended December 31
CAPITAL AND SURPLUS ACCOUNT			
33. Capital and surplus prior reporting year.....	127,050,957	119,297,289	119,297,289
34. Net income or (loss) from Line 32	1,028,685	12,208,774	18,191,096
35. Change in valuation basis of aggregate policy and claim reserves			
36. Change in net unrealized capital gains (losses) less capital gains tax of \$	1,162	(129,540)	(1,158)
37. Change in net unrealized foreign exchange capital gain or (loss)			
38. Change in net deferred income tax	0	564,231	950,916
39. Change in nonadmitted assets	(3,441,055)	(45,247)	(157,098)
40. Change in unauthorized reinsurance	0	0	0
41. Change in treasury stock	0	0	0
42. Change in surplus notes	0	0	0
43. Cumulative effect of changes in accounting principles.....			
44. Capital Changes:			
44.1 Paid in	0	0	0
44.2 Transferred from surplus (Stock Dividend).....	0	0	0
44.3 Transferred to surplus.....			
45. Surplus adjustments:			
45.1 Paid in	0	0	0
45.2 Transferred to capital (Stock Dividend)			
45.3 Transferred from capital			
46. Dividends to stockholders		0	(11,929,729)
47. Aggregate write-ins for gains or (losses) in surplus	0	1,224,988	699,641
48. Net change in capital & surplus (Lines 34 to 47)	(2,411,208)	13,823,206	7,753,668
49. Capital and surplus end of reporting period (Line 33 plus 48)	124,639,749	133,120,495	127,050,957
DETAILS OF WRITE-INS			
4701. Prior Period Adjustment		1,224,988	699,641
4702.			
4703.			
4798. Summary of remaining write-ins for Line 47 from overflow page	0	0	0
4799. Totals (Lines 4701 through 4703 plus 4798)(Line 47 above)	0	1,224,988	699,641

CASH FLOW

	1 Current Year To Date	2 Prior Year Ended December 31
Cash from Operations		
1. Premiums collected net of reinsurance	299,864,667	388,196,663
2. Net investment income	6,157,859	8,584,968
3. Miscellaneous income	0	142
4. Total (Lines 1 to 3)	306,022,526	396,781,773
5. Benefit and loss related payments	257,168,264	310,138,223
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts		
7. Commissions, expenses paid and aggregate write-ins for deductions	41,334,916	58,584,194
8. Dividends paid to policyholders		
9. Federal and foreign income taxes paid (recovered) net of \$ (166,943) tax on capital gains (losses)	(559,000)	6,735,054
10. Total (Lines 5 through 9)	297,944,180	375,457,471
11. Net cash from operations (Line 4 minus Line 10)	8,078,346	21,324,302
Cash from Investments		
12. Proceeds from investments sold, matured or repaid:		
12.1 Bonds	25,981,604	40,545,318
12.2 Stocks	269,098,454	314,716,763
12.3 Mortgage loans	0	0
12.4 Real estate	0	0
12.5 Other invested assets	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	0	0
12.7 Miscellaneous proceeds	2,986,830	0
12.8 Total investment proceeds (Lines 12.1 to 12.7)	298,066,888	355,262,081
13. Cost of investments acquired (long-term only):		
13.1 Bonds	34,051,411	48,424,564
13.2 Stocks	268,767,810	318,879,220
13.3 Mortgage loans	0	0
13.4 Real estate	0	0
13.5 Other invested assets	0	0
13.6 Miscellaneous applications	0	16
13.7 Total investments acquired (Lines 13.1 to 13.6)	302,819,221	367,303,800
14. Net increase (or decrease) in contract loans and premium notes	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	(4,752,333)	(12,041,719)
Cash from Financing and Miscellaneous Sources		
16. Cash provided (applied):		
16.1 Surplus notes, capital notes	0	0
16.2 Capital and paid in surplus, less treasury stock	0	0
16.3 Borrowed funds	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities	0	0
16.5 Dividends to stockholders	0	11,929,729
16.6 Other cash provided (applied)	(6,602,235)	1,555,792
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	(6,602,235)	(10,373,937)
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS		
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17)	(3,276,222)	(1,091,354)
19. Cash, cash equivalents and short-term investments:		
19.1 Beginning of year	6,275,632	7,366,986
19.2 End of period (Line 18 plus Line 19.1)	2,999,410	6,275,632

Note: Supplemental disclosures of cash flow information for non-cash transactions:

.....		
.....		
.....		
.....		

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefit Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
		2 Individual	3 Group							
Total Members at end of:										
1. Prior Year	92,030	211	40,886	0	0	0	0	18,655	32,278	0
2. First Quarter	83,798	202	32,369					18,146	33,081	
3. Second Quarter	78,816	196	27,589					17,923	33,108	
4. Third Quarter	77,756	192	26,045					17,819	33,700	
5. Current Year	0									
6. Current Year Member Months	721,653	1,817	266,575					162,504	290,757	
Total Member Ambulatory Encounters for Period:										
7. Physician	829,828	1,763	309,279					258,385	260,401	
8. Non-Physician	274,951	59	10,307					132,758	131,827	
9. Total	1,104,779	1,822	319,586	0	0	0	0	391,143	392,228	0
10. Hospital Patient Days Incurred	68,037	94	6,718					48,704	12,521	
11. Number of Inpatient Admissions	11,315	13	1,680					5,811	3,811	
12. Health Premiums Written (a)	356,033,411	580,607	92,839,920					147,534,841	115,078,043	
13. Life Premiums Direct	0									
14. Property/Casualty Premiums Written	0									
15. Health Premiums Earned	356,004,235	580,142	92,860,636					147,485,414	115,078,043	
16. Property/Casualty Premiums Earned	0									
17. Amount Paid for Provision of Health Care Services.....	302,547,915	181,575	74,672,610					116,764,585	110,929,145	
18. Amount Incurred for Provision of Health Care Services	300,581,604	172,430	70,682,570					121,279,546	108,447,058	

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$ 147,534,841

oo

oo

oo

UNDERWRITING AND INVESTMENT EXHIBIT

ANALYSIS OF CLAIMS UNPAID - PRIOR YEAR - NET OF REINSURANCE

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5 Claims Incurred in Prior Years (Columns 1 + 3)	6 Estimated Claim Reserve and Claim Liability December 31 of Prior Year
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid Dec. 31 of Prior Year	4 On Claims Incurred During the Year		
1. Comprehensive (hospital and medical)	3,288,041	26,851,229	564,925	4,560,957	3,852,966	6,643,892
2. Medicare Supplement					0	0
3. Dental Only					0	0
4. Vision Only					0	0
5. Federal Employees Health Benefits Plan					0	0
6. Title XVIII - Medicare	15,505,920	101,258,665	406,493	25,248,132	15,912,413	20,908,502
7. Title XIX - Medicaid	12,459,914	97,693,406	498,170	18,384,942	12,958,084	16,725,639
8. Other health					0	0
9. Health subtotal (Lines 1 to 8)	31,253,875	225,803,300	1,469,588	48,194,031	32,723,463	44,278,033
10. Healthcare receivables (a)	(742,049)	9,486,881	0	78	(742,049)	3,705,918
11. Other non-health					0	0
12. Medical incentive pools and bonus amounts	156,128	0	0	242,732	156,128	156,128
13. Totals	32,152,052	216,316,419	1,469,588	48,436,685	33,621,640	40,728,243

(a) Excludes \$ loans or advances to providers not yet expensed.

NOTES TO FINANCIAL STATEMENTS

Note 1 - Summary of Significant Accounting Policies

Organization and Operation — UnitedHealthcare of New England, Inc. (the “Company”), a for-profit health maintenance organization (HMO), offers its enrollees a variety of managed care programs and products through contractual arrangements with health care providers. The Company is a wholly owned subsidiary of UnitedHealthcare, Inc. (UHC). UHC is a wholly owned subsidiary of United HealthCare Services, Inc. (UHS), an HMO management corporation which provides services to the Company under the terms of a management agreement. UHS is a wholly owned subsidiary of UnitedHealthGroup Incorporated (UnitedHealth Group). The Company has entered into contracts with physicians, hospitals, and other health care providers pursuant to which such providers deliver medical care to its enrollees primarily on a modified fee-for-service or capitated basis. The Company was incorporated on November 14, 1984, and in December 1984, received its certificate of authority to operate as an HMO in the state of Rhode Island and portions of the Commonwealth of Massachusetts.

The Company offers the Evercare product in the state of Rhode Island. Evercare offers complete, individualized care planning and care benefits for aging, disabled, and chronically ill individuals. Evercare offers these long-term care services in nursing homes, community-based settings, and private homes.

The Company serves as a plan sponsor offering Medicare Advantage and Medicare Part D prescription drug insurance coverage under a contract with the Centers for Medicare and Medicaid Services (CMS). Under the Medicare Part D program, there are six separate elements of payment received by the Company during the plan year; these payment elements are: CMS premium, member premium, low-income premium subsidy, catastrophic reinsurance subsidy, low-income member cost sharing subsidy, and CMS risk share.

The Company has a contract with the State of Rhode Island, Division of Medical Assistance and Health Services (the “State”), to provide healthcare services to Medicaid and FamilyCare (a program for uninsured children and adults) beneficiaries in Rhode Island.

Basis of Presentation — The Company prepares its financial statements on the basis of accounting practices prescribed or permitted by the State of Rhode Island Department of Business Regulation Insurance Division (the “Division”), which are designed primarily to demonstrate ability to meet claims of policyholders. These practices differ from accounting principles generally accepted in the United States of America (“generally accepted accounting principles”) as certain assets, including certain aged premium and health care receivables, are considered nonadmitted assets for statutory purposes and are excluded from the statutory basis statements of admitted assets, liabilities, and capital and surplus and outstanding checks are required to be presented as negative cash in the statutory basis statements of admitted assets, liabilities, and capital and surplus as opposed to being reflected as other liabilities under generally accepted accounting principles.

The change in nonadmitted assets has been reflected in accumulated surplus in the accompanying statutory basis financial statements. Under generally accepted accounting principles, these amounts would be included in total assets on the balance sheet. In addition, certain debt investments that would be shown at market value under generally accepted accounting principles are presented at amortized cost in the accompanying statutory basis statements of admitted assets, liabilities, and capital and surplus.

The Division recognizes only statutory accounting practices prescribed or permitted by the state of Rhode Island for determining and reporting the financial condition and results of operations of an HMO and for determining its solvency under Rhode Island insurance law. The State of Rhode Island prescribes the use of the National Association of Insurance Commissioners’ (NAIC) Accounting Practices and Procedures manual (NAIC SAP), which has been adopted with modifications as a component of prescribed or permitted practices by the State of Rhode Island. The modifications adopted by the state did not affect the statutory basis capital and surplus.

Use of Estimates — These statutory basis financial statements include certain amounts that are based on the Company’s estimates and judgments. These estimates require the Company to apply complex assumptions and judgments, often because the Company must make estimates about the effects of matters that are inherently uncertain and will change in

NOTES TO FINANCIAL STATEMENTS

subsequent periods. The most significant estimates relate to total hospital and medical expenses and claims unpaid. The Company adjusts these estimates each period, as more current information becomes available. The impact of any changes in estimates is included in the determination of income in the period in which the estimate is adjusted.

Cash, Cash Equivalents and Short-term Investments — Cash, cash equivalents and short-term investments represent cash held by the Company in disbursement accounts, money market instruments, commercial paper, and bonds with a maturity of one year or less at the time of purchase. Claims and other payments are made from the disbursement accounts daily. Cash equivalents are reported at cost or amortized cost depending on the nature of the underlying security, which approximates market value. Cash overdrafts are a result of timing differences in funding disbursement accounts for claims payments.

Short-term investments also consist of the Company's share of an investment pool sponsored and administered by UHS for the benefit of the UHS-owned health plans. The investment pool consists principally of investments with original maturities of less than one year with the average life of the individual investments being less than 60 days. The Company's share of the pool represents an undivided ownership interest in the pool and is immediately convertible to cash at no cost or penalty. The investments within the pool have an individual fund number to track those investments owned by the Company. The pool is primarily invested in governmental obligations, commercial paper, certificates of deposit, and short-term agency notes and is recorded at cost. Interest income from the pool accrues daily to participating members based upon ownership percentage.

Bonds and Short-term Investments — Bonds and short-term investments include money market funds, commercial paper, corporate bonds, government obligations, and municipal securities and are stated at amortized cost if they meet NAIC designation of one or two and are stated at the lower of amortized cost or market value if they meet an NAIC designation of three or higher. Amortization of bond premium or discount is calculated using the constant-yield interest method. Bonds and short-term investments are valued and reported using market prices published by the NAIC Securities Valuation Office ("SVO") in accordance with the NAIC Valuations of Securities manual prepared by the SVO or external pricing service if NAIC values are not available.

Corporate bonds and government obligations include mortgage-backed securities, which are valued using the retrospective adjustment methodology. Prepayment assumptions for the determination of the amortized cost of mortgage-backed securities are based on a three-month constant prepayment rate history. The Company's investment policy limits investments in non-agency residential mortgage-backed securities, including home equity and subprime mortgages to 10% of total cash and invested assets and total investments in mortgage-backed securities to 30% of total cash and invested assets.

The Company continually monitors the difference between the cost and estimated fair value of its invested assets. If any of the Company's investments experience a decline in value that the Company believes is other than temporary, the Company records a realized loss in net realized capital gains or (losses) less capital gains tax in the statutory basis statement of operations. The new cost basis is not changed for subsequent recoveries in fair value. The prospective adjustment method is utilized for mortgage-backed securities for periods subsequent to the loss recognition.

Hospital and Medical Expenses and Claims Unpaid and Aggregate Health Policy Reserves — Hospital and medical expenses and corresponding liabilities include claims paid, claims processed but not yet paid, estimates for claims received but not yet processed, and estimates for the costs of health care services enrollees have received, but for which claims have not yet been submitted.

The estimates for health care services incurred but not yet reported are developed using actuarial methods based upon historical submission and payment data, cost trends, customer and product mix, seasonality, utilization of health care services, contracted service rates, and other relevant factors. The estimates may change as actuarial methods change or as underlying facts upon which estimates are based change. The Company did not change actuarial methods during the quarter ended September 30, 2009. Management believes the amount of claims unpaid is adequate to cover the Company's liability for unpaid claims as of September 30, 2009; however, actual claim payments may differ from those established estimates.

NOTES TO FINANCIAL STATEMENTS

Adjustments to claims unpaid estimates are reflected in operating results in the period in which the change in estimate is identified.

Receivable or Liability for Amounts Held Under Uninsured Plans — Receivables or liabilities for amounts held under uninsured plans represents the cost reimbursement under the Medicare Part D program for the catastrophic reinsurance subsidy and the low-income member cost sharing subsidy. The Company is fully reimbursed by CMS for costs incurred for these contract elements and, accordingly, there is no insurance risk to the Company. Amounts received for these subsidies are not reflected as premium income, but rather are accounted for as deposits, with the related asset or liability recorded in amounts held under uninsured plans in the statutory basis statements of admitted assets, liabilities, and capital and surplus. Related cash flows are presented within operating expenses paid within cash provided by operations in the statutory basis statements of cash flows.

Income Taxes — Statutory accounting requires an amount to be recorded for deferred taxes on temporary differences between the financial reporting and tax bases of assets and liabilities, subject to limitations on deferred tax assets. The Company's operations are included in the consolidated federal income tax return of UnitedHealth Group. Federal income taxes are paid to or refunded by UnitedHealth Group pursuant to the terms of a tax-sharing agreement, approved by the Board of Directors, under which taxes approximate the amount that would have been computed on a separate company basis. Income taxes incurred in the current and prior years will be available for recoupment by the Company only in the event of future net losses of consolidated UnitedHealth Group. The Company receives a benefit at the federal rate in the current year for current taxable losses incurred in that year to the extent losses can be utilized in the consolidated federal income tax return of UnitedHealth Group. UnitedHealth Group currently files income tax returns in the U.S. federal jurisdiction, various states, and foreign jurisdictions. The U.S. Internal Revenue Service (IRS) has completed exams on UnitedHealth Group's consolidated income tax returns for fiscal years 2007 and prior. With the exception of a few states, UnitedHealth Group is no longer subject to income tax examinations prior to 2002 in major state and foreign jurisdictions. The Company does not believe any adjustments that may result from these examinations will be material to the Company.

Claims Adjustment Expense — Claims adjustment expenses (CAE) as defined by Statement of Statutory Accounting Principles (SSAP) No. 85, *Claim Adjustment Expenses, Amendments to SSAP No. 55 — Unpaid Claims, Losses, and Loss Adjustment Expenses*, are those costs expected to be incurred in connection with the adjustment and recording of accident and health claims. Pursuant to the terms of the management agreement, the Company pays a management fee to UHS in exchange for administrative and management services. A detailed review of UHS' and the Company's administrative expenses is performed to determine the allocation between CAE and general administrative expenses in accordance with SSAP No. 85. It is the responsibility of UHS to pay claims adjustment expenses in the event the Company ceases operations. The Company has recorded an estimate of unpaid claims adjustment expenses associated with health services incurred but unpaid claims. Management believes the amount of the liability for unpaid claims adjustment expenses as of September 30, 2009, is adequate to cover the Company's cost for the adjustment and recording of unpaid claims, however, actual expenses may differ immaterially from those established estimates. The method used for determining CAE is periodically reviewed and updated, and any adjustments are reflected in the accompanying statutory basis statements of admitted assets, liabilities, and capital and surplus and the statutory basis statements of operations in the period in which the change in methodology is identified.

Premiums — Net premium income is recognized in the period in which enrollees are entitled to receive health care services. Premiums received prior to the period of service are recorded as premiums received in advance in the accompanying statutory basis statements of admitted assets, liabilities, and capital and surplus.

Net premium income includes the Medicare Advantage CMS premium, and the CMS premium, member premium, and low-income premium subsidy for the Company's insurance risk coverage under the Medicare Part D program. Net premium income is recognized ratably over the period in which eligible individuals are entitled to receive prescription drug benefits. The Company estimates retrospective premiums adjustments based on guidelines determined by CMS.

NOTES TO FINANCIAL STATEMENTS

The Company also has an arrangement with CMS for certain Medicare products whereby periodic changes in member risk factor adjustment scores, for certain diagnoses codes, result in changes to its Medicare revenues. The Company recognizes such changes when the amounts become determinable and supportable, and collectibility is reasonably assured.

Net premium income also includes amounts paid by state and federal governments per member in exchange for the provision and administration of medical benefits under the Medicaid and Comprehensive Health Insurance Pool programs. Premiums are contractual and are paid in advance of the coverage period for which benefits are to be provided and are earned and recognized during the applicable coverage period regardless of whether services are incurred, except in the case of maternity payments. Included in net premium income are capitated payments, home nursing risk-sharing payments, high dollar risk pool payments, and maternity payments. The majority of net premium income recorded is based on capitated rates, which are monthly premiums paid for each member enrolled. Home nursing risk-sharing income is payable based upon the number of members that qualify for such reimbursement. Maternity income is billed on contractual rates and recognized as income as each birth case is identified by the Company. Net premium income is shown net of reinsurance.

Reinsurance Ceded — On January 1, 2004, the Company entered into a reinsurance agreement with United HealthCare Insurance Company (“UHIC”) through which 60% of earned commercial member premiums, medical services expenses, and operating expenses are transferred to UHIC. In addition, effective January 1, 2005, the Company entered into an insolvency-only reinsurance agreement with UHIC. Reinsurance premiums paid and recoveries received are deducted from net premium income and total hospital and medical expenses, respectfully, in the accompanying statutory basis financial statements.

Incentive Pool — The Company has agreements with certain independent physicians and physician network organizations that provide for the establishment of a fund into which the Company places monthly premiums payable for members assigned to the physician. The Company manages the disbursement of funds from this account as well as reviews the utilization of nonprimary care medical services of members assigned to the physicians. Any surpluses or deficits in the fund are shared by the Company and the physician based upon predetermined risk-sharing percentages and liability or receivable is included in accrued medical incentive pool and bonus amounts or health care and other receivables in the statutory basis statements of assets, liabilities, and capital and surplus, and the corresponding expense or reduction to expense is included in incentive pool, withhold adjustments, and bonus amounts in the statutory basis statements of operations.

Medical Risk Share — The Company has settlements with CMS based on whether the ultimate per-member, per-month benefit costs of any Medicare Part D regional plan varies above or below the level estimated in the original bid submitted by the Company and approved by CMS. The estimated risk share adjustment is recorded as an adjustment to net premium income in the statutory basis statements of operations and aggregate health policy reserves in the statutory basis statements of admitted assets, liabilities, and capital and surplus.

Health Care Receivables — Health care receivables consist of pharmacy rebate receivables estimated based on the most currently available data from the Company’s claims processing systems and from data provided by the Company’s unaffiliated pharmaceutical benefit manager(s) and affiliated pharmaceutical benefit manager, Rx Solutions, Inc. (Rx Solutions). Pharmacy rebate receivables are considered nonadmitted assets for statutory purposes if they do not meet the criteria established in SSAP No. 84, *Certain Health Care Receivables and Receivables Under Government Insured Plans* (SSAP No. 84). Accordingly, the Company has excluded receivables that do not meet the SSAP No. 84 criteria from the statutory basis statements of admitted assets, liabilities, and capital and surplus.

Premium Deficiency Reserve — Premium deficiency reserves and the related expense, as defined by SSAP No. 54, *Individual and Group Accident Health Contracts*, as well as actuarial practice guidelines, are recognized when it is probable that expected future health care expenses, claim adjustment expenses, and administration costs under a group of existing contracts will exceed anticipated future premiums and reinsurance recoveries considered over the remaining lives of the contracts and are recorded as aggregate health policy reserves in the statutory basis statements of admitted assets, liabilities and capital and surplus. The methods for making such estimates and for establishing the resulting reserves are periodically reviewed and updated, and any adjustments are reflected in increase (decrease) in reserves for life and accident

NOTES TO FINANCIAL STATEMENTS

and health contracts in the accompanying statutory basis statements of operations in the period in which the change in estimate is identified. The Company anticipates investment income as a factor in the premium deficiency calculation, in accordance with SSAP No. 54.

Vulnerability Due to Certain Concentrations — The Company is subject to substantial federal and state government regulation, including licensing and other requirements relating to the offering of the Company's existing products in new markets and offerings of new products, both of which may restrict the Company's ability to expand its business.

Restricted Cash Reserves — The Massachusetts Department of Insurance requires the Company to maintain a minimum regulatory deposit (currently \$1,000,000). This restricted cash reserve consists principally of government obligations and is stated at amortized cost. This reserve is included in bonds in the accompanying statutory basis statements of admitted assets, liabilities, and capital and surplus. Interest earned on this reserve is accrued by the Company.

Minimum Capital and Surplus — Under the laws of the state of Massachusetts, the Massachusetts Department of Insurance requires the Company to maintain a minimum capital and surplus equal to \$1,000,000. The Massachusetts Department of Insurance requires the Company to maintain a minimum regulatory deposit (currently \$1,000,000) or 2% of the first \$150,000,000 annual premium revenue and 1% of annual premium revenue in excess of \$150,000,000. The Company has approximately \$124,640,000 in capital and surplus, which is in compliance with the required amount as of September 30, 2009.

Risk-based capital (RBC) is a regulatory tool for measuring the minimum amount of capital appropriate for a managed care organization to support its overall business operations in consideration of its size and risk profile. The Company is in compliance with the required amount as of September 30, 2009.

Recently Issued Accounting Standards — In September 2006, the Financial Accounting Standards Board (FAS) issued SFAS No. 157, "Fair Value Measurements," (FAS 157). FAS 157 establishes a framework for measuring fair value. FAS 157 does not require new fair value measurements, but does require expanded disclosures to provide information about the extent to which fair value is used to measure assets and liabilities, the methods and assumptions to measure fair value, and the effect of fair value measures on earnings. SFAS No. 157 is effective for financial statements issued for fiscal years beginning after November 15, 2007. GAAP pronouncements do not become part of NAIC SAP until and unless adopted by the NAIC. FAS 157 is currently being considered by the NAIC. The Company adopted the disclosure requirements of FAS 157 as of December 3, 2008.

In January 2009, the NAIC issued SSAP No. 98, *Treatment of Cash Flows When Quantifying Changes in Valuation and Impairments, an Amendment to SSAP No. 43 —Loan-backed and Structured Securities* (SSAP 98). SSAP 98 establishes statutory accounting principles for impairment analysis and subsequent valuation of loan-backed and structured securities. This statement is effective for quarterly and annual reporting periods beginning on or after January 1, 2009, with early adoption permitted and encouraged. A change resulting from the adoption of this statement shall be accounted for prospectively. No cumulative effect adjustments or application of the new guidance to prior events or periods are required, similar to a change in accounting estimate. The Company adopted SSAP 98 as of December 31, 2008. The Company has assessed the impact of SSAP 98 on its financial condition, results of operations and cash flows and has determined the result was not material to the statutory basis financial statements.

In September 2008, the NAIC issued SSAP No. 99, *Accounting for Certain Securities Subsequent to an Other-Than-Temporary Impairment* (SSAP 99). SSAP 99 establishes statutory accounting principles for the treatment of premium or discount applicable to certain securities subsequent to the recognition of an other-than-temporary impairment. This statement is effective for quarterly and annual reporting periods beginning on or after January 1, 2009, with early adoption permitted. The Company adopted SSAP 99 as of December 31, 2008. The Company has assessed the impact of SSAP 99 on its financial condition, results of operations and cash flows and has determined the result was not material to the statutory basis financial statements.

NOTES TO FINANCIAL STATEMENTS

Note 2 - Accounting Changes and Corrections of Errors

No significant change.

Note 3 - Business Combinations and Goodwill

No significant change.

Note 4 - Discontinued Operations

No significant change.

Note 5 - Investments

- A. No significant change.
- B. No significant change.
- C. No significant change.
- D. Loan-Backed Securities

The table below represents the Other-than-temporary impairments on mortgage-type investments for 3rd Quarter, 2009:

	1	2	3
	Amortized Cost Basis Before Other-Than- Temporary Impairment	Other-Than-Temporary Impairment Recognized in Realized Loss	Fair Value (1 - 2)
Aggregate Intent to Sell	1,668,108	105,892	1,562,216
Aggregate Intent & Ability			

Please note that all impairments were marked down to fair value. No impairment was bifurcated between Realized Losses and Unrealized Losses.

- E. No significant change.
- F. No significant change.
- G. No significant change.

Note 6 - Joint Ventures, Partnerships and Limited Liability Companies

No significant change.

Note 7 - Investment Income

No significant change.

NOTES TO FINANCIAL STATEMENTS

Note 8 - Derivative Instruments

No significant change.

Note 9 - Income Taxes

No significant change.

Note 10 - Information Concerning Parent, Subsidiaries and Affiliates

No significant change.

Note 11 - Debt

No significant change.

Note 12 - Retirement Plans, Deferred Compensation, Postemployment Benefits and Compensated Absences and Other Postretirement Benefit Plans

No significant change.

Note 13 - Capital and Surplus, Shareholders' Dividend Restrictions and Quasi-Reorganizations

No significant change.

Note 14 - Contingencies

No significant change.

Note 15 - Leases

No significant change.

Note 16 - Information About Financial Instruments With Off-Balance Sheet Risk and Financial Instruments With Concentrations of Credit Risk

No significant change.

Note 17 - Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities

- A. No significant change.
- B. No significant change.
- C. No transactions involving wash sales of securities with a NAIC designation of 3 or below or unrated securities occurred during the period ended September 30, 2009.

NOTES TO FINANCIAL STATEMENTS

Note 18 - Gain or Loss to the Reporting Entity from Uninsured Plans and the Uninsured Portion of Partially Insured Plans

No significant change.

Note 19 - Direct Premium Written/Produced by Managing General Agents/Third Party Administrators

No significant change.

Note 20 - Other Items

No significant change.

Note 21 - Events Subsequent

No significant change.

Note 22 - Reinsurance

No significant change.

Note 23 - Retrospectively Rated Contracts & Contracts Subject to Redetermination

No significant change.

Note 24 - Change in Incurred Losses and Loss Adjustment Expenses

Reserves as of December 31, 2008 were \$40.7 million. As of September 30, 2009, \$32.2 million has been paid for incurred claims and claim adjustment expenses attributable to insured events of prior years. Reserves remaining for prior years are now \$1.5 million as a result of re-estimation of unpaid claims and claim adjustment expenses. Therefore, there has been \$7.0 million favorable prior year development since December 31, 2008 to September 30, 2009 as actual healthcare claims were lower than those anticipated when the reserves were initially established.

Note 25 - Intercompany Pooling Arrangements

No significant change.

Note 26 - Structured Settlements

No significant change.

Note 27 - Health Care Receivables

No significant change.

Note 28 - Participating Policies

NOTES TO FINANCIAL STATEMENTS

No significant change.

Note 29 - Premium Deficiency Reserves

Premium deficiency reserves and the related expense, as defined by SSAP No. 54, *Individual and Group Accident and Health Contracts*, as well as actuarial practice guidelines, are recognized when it is probable that expected future health care expenses, claims adjustment expenses, and administration costs under a group of existing contracts will exceed anticipated future premiums and reinsurance recoveries considered over the remaining lives of the contracts. The methods for making such estimates and for establishing the resulting reserves are periodically reviewed and updated, and any adjustments are reflected in operating results in the period in which the change in estimate is identified. The Company did consider anticipated investment income when calculating its premium deficiency reserve. As of September 30, 2009, approximately \$.9 million was recorded as a premium deficiency reserve for the Commercial line of business and \$2.0 million was recorded for the Medicaid line of business.

Note 30 - Anticipated Salvage and Subrogation

No significant change.

GENERAL INTERROGATORIES

(Responses to these interrogatories should be based on changes that have occurred since the prior year end unless otherwise noted)

PART 1 - COMMON INTERROGATORIES
GENERAL

- 1.1

Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act?

Yes [☐] No [☒]
- 1.2

If yes, has the report been filed with the domiciliary state?

Yes [☐] No [☐]
- 2.1

Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity?

Yes [☐] No [☒]
- 2.2

If yes, date of change:
3.

Have there been any substantial changes in the organizational chart since the prior quarter end?

Yes [☒] No [☐]

If yes, complete the Schedule Y - Part 1 - organizational chart.
- 4.1

Has the reporting entity been a party to a merger or consolidation during the period covered by this statement?

Yes [☐] No [☒]
- 4.2

If yes, provide the name of the entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1 Name of Entity	2 NAIC Company Code	3 State of Domicile
.....
.....
.....

5.

If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved?

Yes [☐] No [☐] N/A [☒]

If yes, attach an explanation.
- 6.1

State as of what date the latest financial examination of the reporting entity was made or is being made.

12/31/2008
- 6.2

State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released.

12/31/2005
- 6.3

State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date).

08/01/2007
- 6.4

By what department or departments?
Rhode Island Department of Business Regulation
- 6.5

Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments?

Yes [☐] No [☐] N/A [☒]
- 6.6

Have all of the recommendations within the latest financial examination report been complied with?

Yes [☐] No [☐] N/A [☒]
- 7.1

Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period?

Yes [☐] No [☒]
- 7.2

If yes, give full information:
- 8.1

Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board?

Yes [☐] No [☒]
- 8.2

If response to 8.1 is yes, please identify the name of the bank holding company.
- 8.3

Is the company affiliated with one or more banks, thrifts or securities firms?

Yes [☒] No [☐]
- 8.4

If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Office of Thrift Supervision (OTS), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.

1 Affiliate Name	2 Location (City, State)	3 FRB	4 OCC	5 OTS	6 FDIC	7 SEC
Optum Health Bank	Salt Lake City, Utah				YES	
.....					
.....					

GENERAL INTERROGATORIES

- 9.1

Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards?
(a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
(b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
(c) Compliance with applicable governmental laws, rules and regulations;
(d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
(e) Accountability for adherence to the code.

Yes [X] No []
- 9.11

If the response to 9.1 is No, please explain:
- 9.2

Has the code of ethics for senior managers been amended?

Yes [] No [X]
- 9.21

If the response to 9.2 is Yes, provide information related to amendment(s).
- 9.3

Have any provisions of the code of ethics been waived for any of the specified officers?

Yes [] No [X]
- 9.31

If the response to 9.3 is Yes, provide the nature of any waiver(s).

FINANCIAL

- 10.1

Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement?

Yes [X] No []
- 10.2

If yes, indicate any amounts receivable from parent included in the Page 2 amount:\$.....

1,502,366

INVESTMENT

- 11.1

Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.)

Yes [] No [X]
- 11.2

If yes, give full and complete information relating thereto:
12.

Amount of real estate and mortgages held in other invested assets in Schedule BA:

\$.....0
13.

Amount of real estate and mortgages held in short-term investments:

\$.....0
- 14.1

Does the reporting entity have any investments in parent, subsidiaries and affiliates?

Yes [] No [X]
- 14.2

If yes, please complete the following:
- | | 1 | 2 |
|---|---|--|
| | Prior Year-End
Book/Adjusted
Carrying Value | Current Quarter
Book/Adjusted
Carrying Value |
| 14.21 Bonds | \$.....0 | \$.....0 |
| 14.22 Preferred Stock | \$.....0 | \$.....0 |
| 14.23 Common Stock | \$.....0 | \$.....0 |
| 14.24 Short-Term Investments | \$.....0 | \$.....0 |
| 14.25 Mortgage Loans on Real Estate | \$.....0 | \$.....0 |
| 14.26 All Other | \$.....0 | \$.....0 |
| 14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26) | \$.....0 | \$.....0 |
| 14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above | \$.....0 | \$.....0 |
- 15.1

Has the reporting entity entered into any hedging transactions reported on Schedule DB?

Yes [] No [X]
- 15.2

If yes, has a comprehensive description of the hedging program been made available to the domiciliary state?
If no, attach a description with this statement.

Yes [] No []

STATEMENT AS OF SEPTEMBER 30, 2009 OF THE UnitedHealthcare of New England, Inc.

GENERAL INTERROGATORIES

16. Excluding items in Schedule E - Part 3 – Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 3, III Conducting Examinations, E - Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook? Yes [X] No []
- 16.1 For all agreements that comply with the requirements of the NAIC Financial Condition Examiners Handbook, complete the following:

1 Name of Custodian(s)	2 Custodian Address
State Street Bank	801 Pennsylvania, Kansas City, MO 64105

- 16.2 For all agreements that do not comply with the requirements of the NAIC Financial Condition Examiners Handbook, provide the name, location and a complete explanation:

1 Name(s)	2 Location(s)	3 Complete Explanation(s)
.....
.....

- 16.3 Have there been any changes, including name changes, in the custodian(s) identified in 16.1 during the current quarter? Yes [] No [X]
- 16.4 If yes, give full information relating thereto:

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason
.....
.....

- 16.5 Identify all investment advisors, brokers/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

1 Central Registration Depository	2 Name(s)	3 Address
104518	Deutsche Investment Management Americas Inc.	345 Park Avenue, New York, NY 10154

- 17.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Securities Valuation Office been followed? Yes [X] No []
- 17.2 If no, list exceptions:

STATEMENT AS OF SEPTEMBER 30, 2009 OF THE UnitedHealthcare of New England, Inc.

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

1 NAIC Company Code	2 Federal ID Number	3 Effective Date	4 Name of Reinsurer	5 Location	6 Type of Reinsurance Ceded	7 Is Insurer Authorized? (Yes or No)
			NONE			

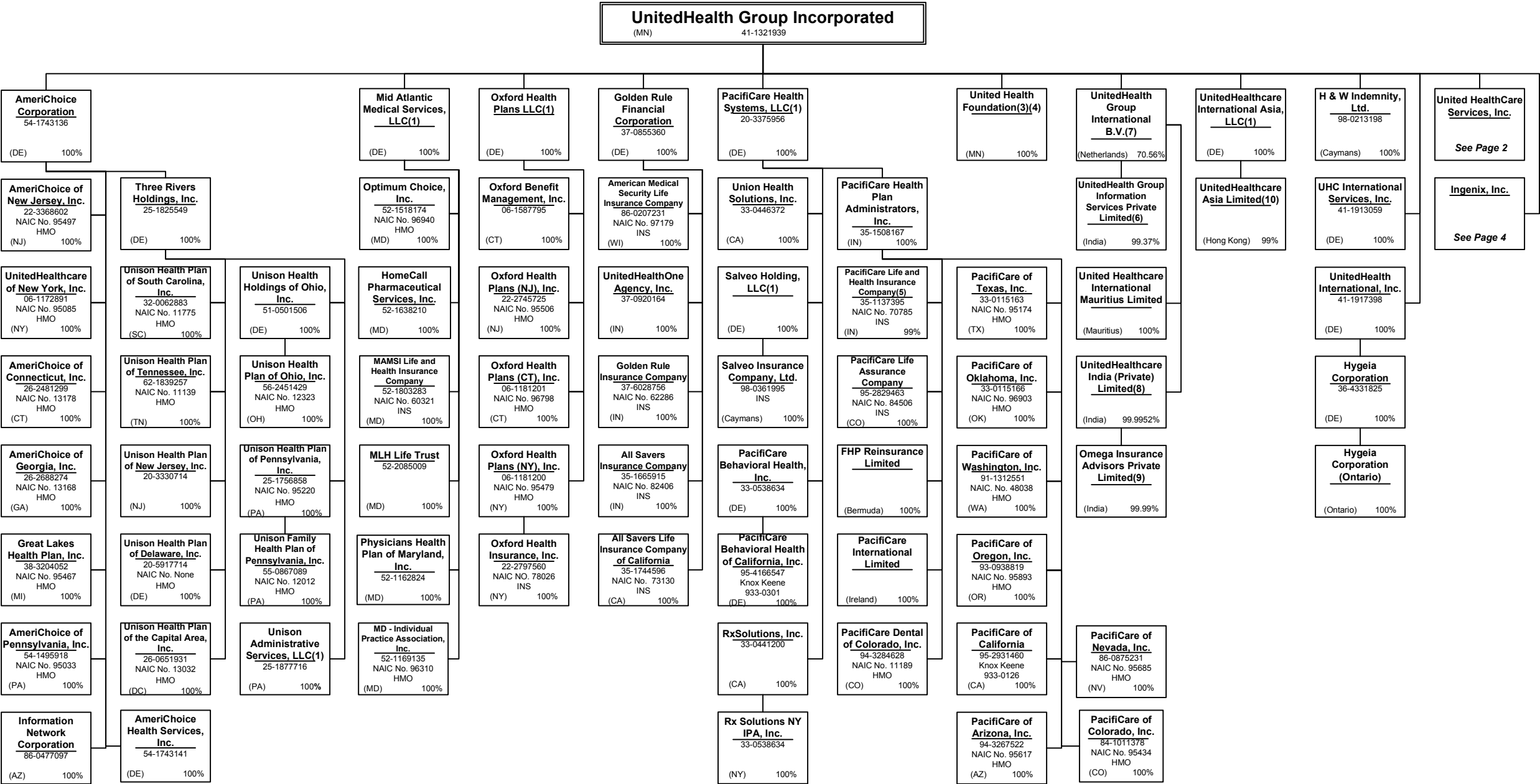
STATEMENT AS OF SEPTEMBER 30, 2009 OF THE UnitedHealthcare of New England, Inc.

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

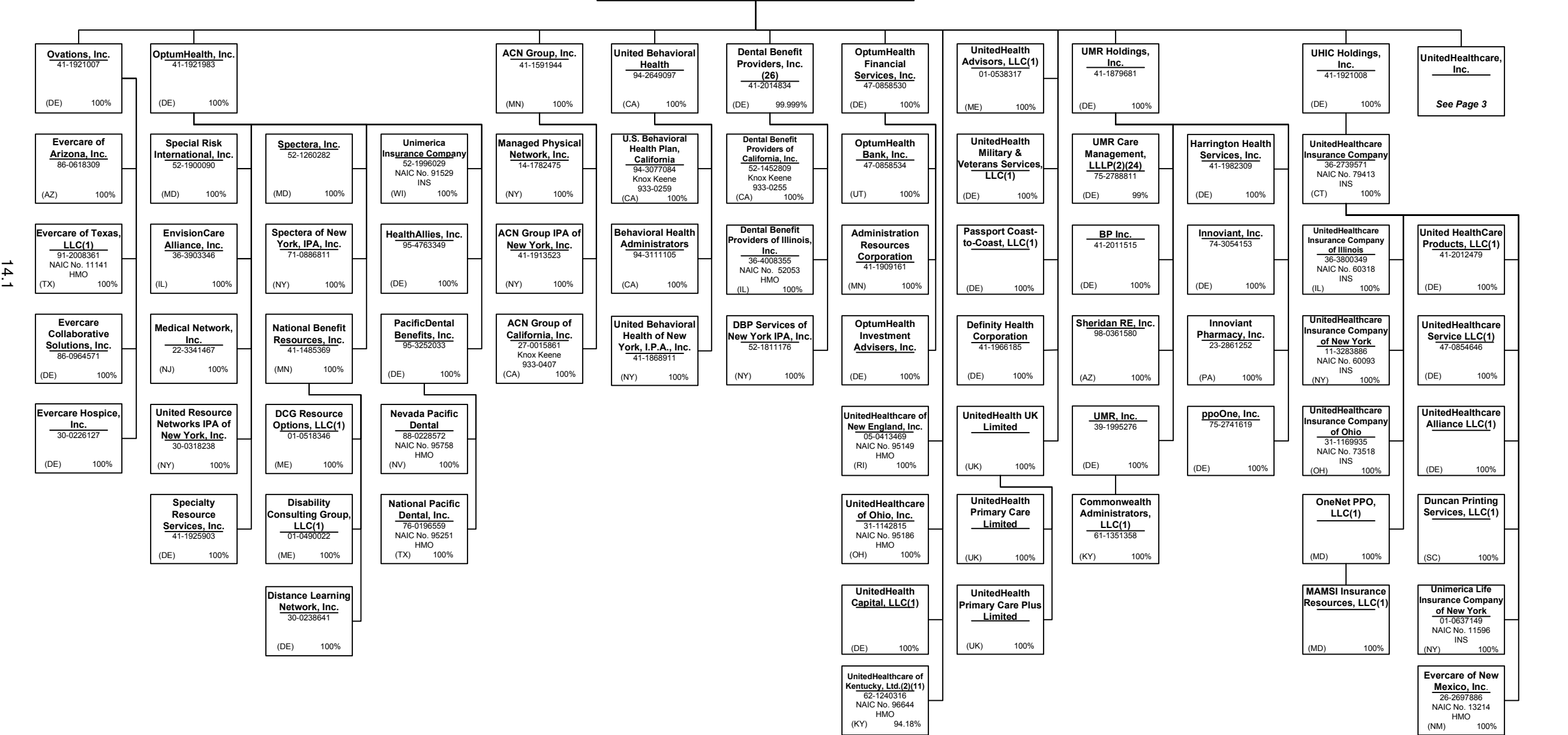
Current Year to Date - Allocated by States and Territories									
States, etc.	1	Direct Business Only							
	Active Status	2	3	4	5	6	7	8	9
		Accident and Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefits Program Premiums	Life and Annuity Premiums & Other Considerations	Property/Casualty Premiums	Total Columns 2 Through 7	Deposit-Type Contracts
1. Alabama	AL	N						0	
2. Alaska	AK	N						0	
3. Arizona	AZ	N						0	
4. Arkansas	AR	N						0	
5. California	CA	N						0	
6. Colorado	CO	N						0	
7. Connecticut	CT	N						0	
8. Delaware	DE	N						0	
9. District of Columbia	DC	N						0	
10. Florida	FL	N						0	
11. Georgia	GA	N						0	
12. Hawaii	HI	N						0	
13. Idaho	ID	N						0	
14. Illinois	IL	N						0	
15. Indiana	IN	N						0	
16. Iowa	IA	N						0	
17. Kansas	KS	N						0	
18. Kentucky	KY	N						0	
19. Louisiana	LA	N						0	
20. Maine	ME	N						0	
21. Maryland	MD	N						0	
22. Massachusetts	MA	L	15,348,578					15,348,578	
23. Michigan	MI	N						0	
24. Minnesota	MN	N						0	
25. Mississippi	MS	N						0	
26. Missouri	MO	N						0	
27. Montana	MT	N						0	
28. Nebraska	NE	N						0	
29. Nevada	NV	N						0	
30. New Hampshire	NH	N						0	
31. New Jersey	NJ	N						0	
32. New Mexico	NM	N						0	
33. New York	NY	N						0	
34. North Carolina	NC	N						0	
35. North Dakota	ND	N						0	
36. Ohio	OH	N						0	
37. Oklahoma	OK	N						0	
38. Oregon	OR	N						0	
39. Pennsylvania	PA	N						0	
40. Rhode Island	RI	L	78,071,949	147,534,841	115,078,043			340,684,833	
41. South Carolina	SC	N						0	
42. South Dakota	SD	N						0	
43. Tennessee	TN	N						0	
44. Texas	TX	N						0	
45. Utah	UT	N						0	
46. Vermont	VT	N						0	
47. Virginia	VA	N						0	
48. Washington	WA	N						0	
49. West Virginia	WV	N						0	
50. Wisconsin	WI	N						0	
51. Wyoming	WY	N						0	
52. American Samoa	AS	N						0	
53. Guam	GU	N						0	
54. Puerto Rico	PR	N						0	
55. U.S. Virgin Islands	VI	N						0	
56. Northern Mariana Islands	MP	N						0	
57. Canada	CN	N						0	
58. Aggregate Other Aliens	OT	XXX	0	0	0	0	0	0	0
59. Subtotal	XXX	93,420,527	147,534,841	115,078,043	0	0	0	356,033,411	0
60. Reporting Entity Contributions for Employee Benefit Plans	XXX							0	
61. Totals (Direct Business)	(a) 2	93,420,527	147,534,841	115,078,043	0	0	0	356,033,411	0
DETAILS OF WRITE-INS									
5801.	XXX								
5802.	XXX								
5803.	XXX								
5898. Summary of remaining write-ins for Line 58 from overflow page	XXX	0	0	0	0	0	0	0	0
5899. Totals (Lines 5801 through 5803 plus 5898)(Line 58 above)	XXX	0	0	0	0	0	0	0	0

(a) Insert the number of L responses except for Canada and Other Alien.

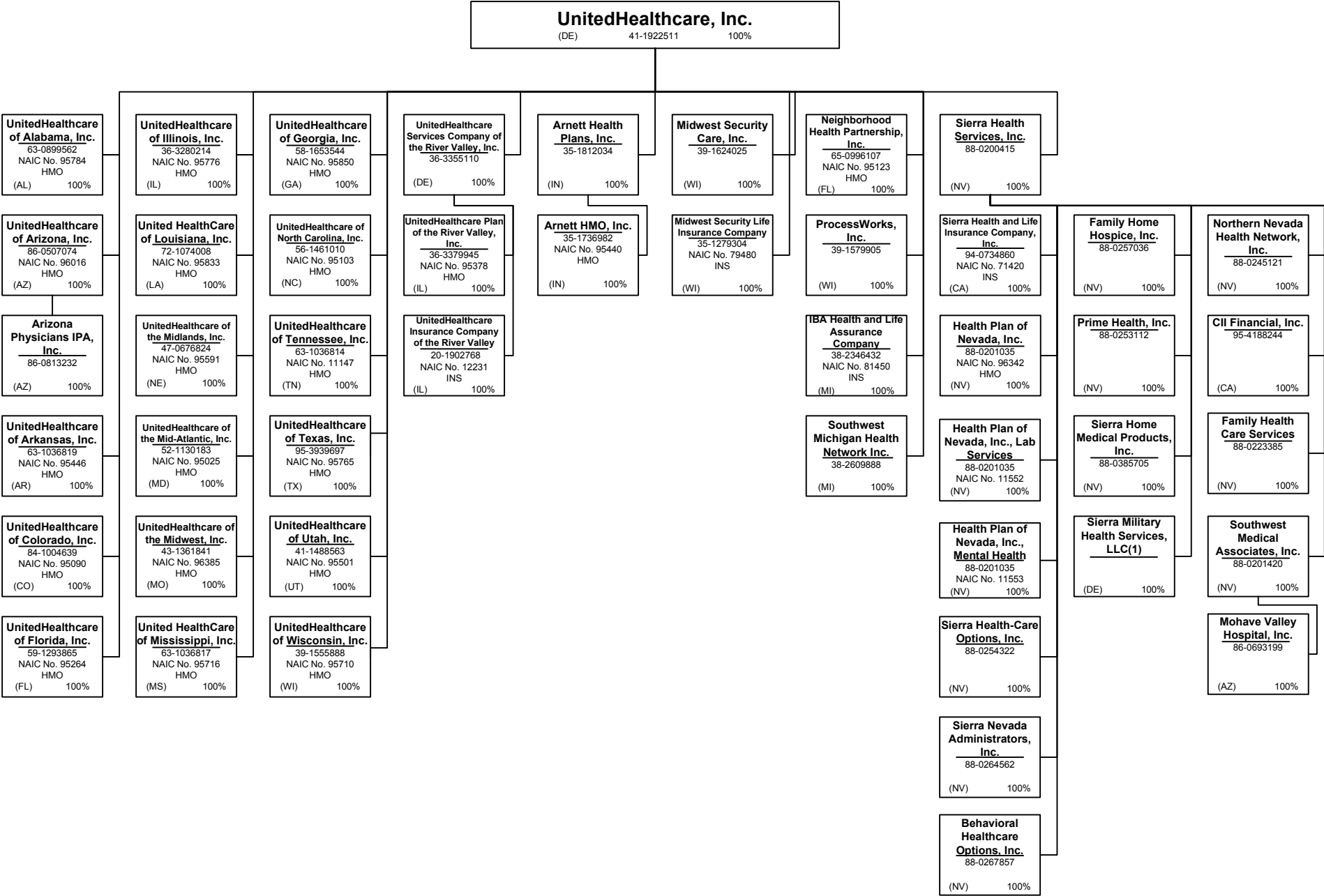
SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 - ORGANIZATIONAL CHART



SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 - ORGANIZATIONAL CHART

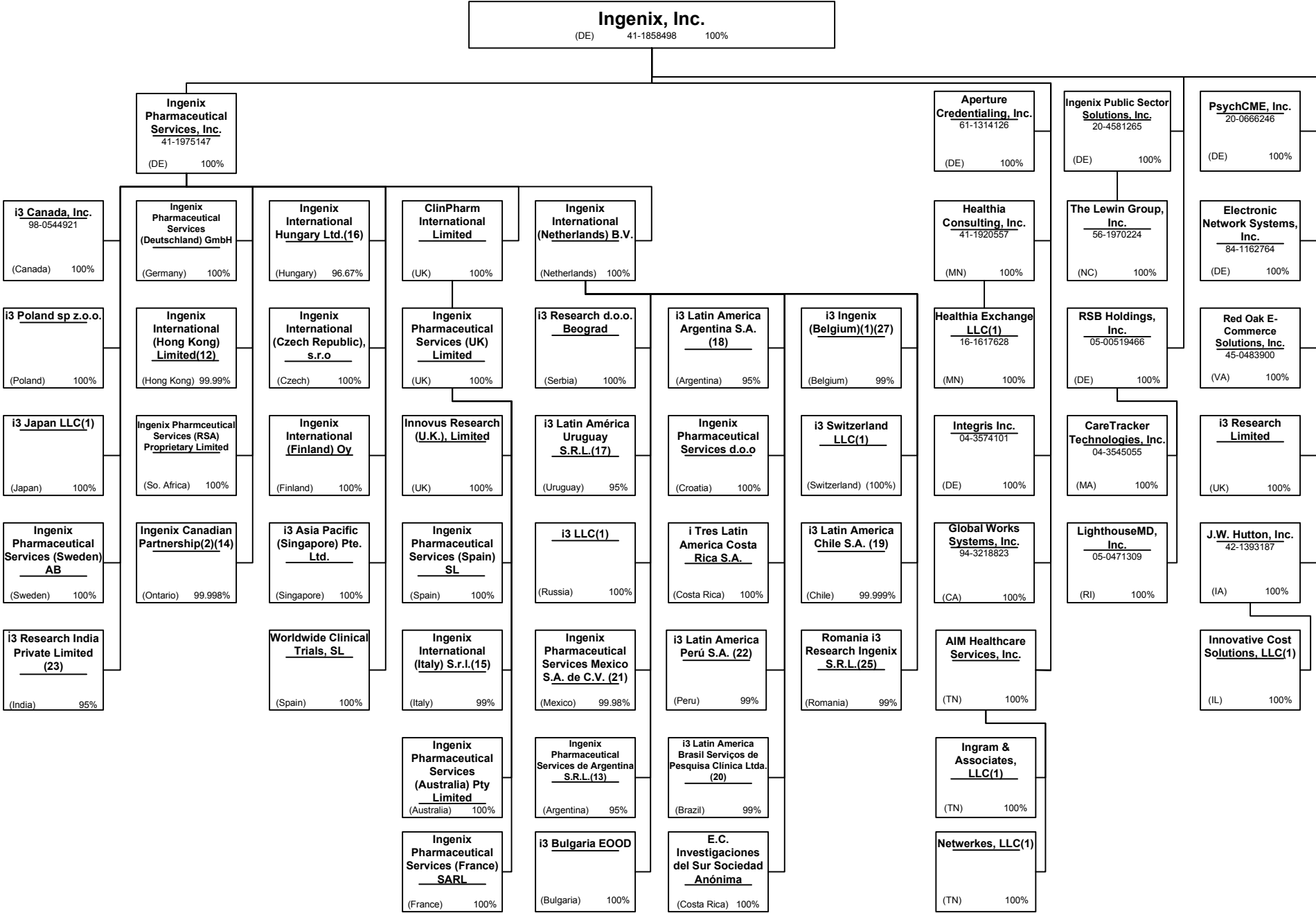


SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 - ORGANIZATIONAL CHART



SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART



SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 - ORGANIZATIONAL CHART

Notes

All legal entities on the Organization Chart are Corporations unless otherwise indicated.

(1) Entity is a Limited Liability Company

(2) Entity is a Partnership

(3) Entity is a Non-Profit Corporation

(4) Control of the Foundation is based on sole membership, not the ownership of voting securities

(5) PacifiCare Life and Health Insurance Company is 99% owned by PacifiCare Health Plan Administrators, Inc. and 1% owned by PacifiCare Health Systems, LLC

(6) UnitedHealth Group Information Services Private Limited is 99.37% owned by UnitedHealth Group International B.V.. The remaining 0.63% is owned by UnitedHealth International, Inc.

(7) UnitedHealth Group International B.V. is 70.56% owned by UnitedHealth Group Incorporated and 29.44% owned by United HealthCare Services, Inc.

(8) United Healthcare India (Private) Limited is 99.9952% owned by UnitedHealth Group International B.V. and 0.0048% owned by UnitedHealth International, Inc.

(9) Omega Insurance Advisors Private Limited is 99.99% owned by United Healthcare India (Private) Limited and 0.01% owned by an individual shareholder

(10) UnitedHealthcare Asia Limited is 99% owned by UnitedHealthcare International Asia, LLC and 1% owned by UnitedHealth International, Inc.

(11) General partnership interests are held by United HealthCare Services, Inc. (89.77%) and by UnitedHealthcare, Inc. (10.23%). United HealthCare Services, Inc. also holds 100% of the limited partnership interests. When combining general and limited partner interests, United HealthCare Services, Inc. owns 94.18% and UnitedHealthcare, Inc. owns 5.83%.

(12) Ingenix International (Hong Kong) Limited is 99.99% owned by Ingenix Pharmaceutical Services, Inc. and 0.01% owned by Ingenix, Inc.

(13) Ingenix Pharmaceutical Services de Argentina S.R.L is 95% owned by Ingenix International (Netherlands) B.V. and 5% owned by Ingenix, Inc.

(14) Ingenix Canada Partnership is 99.998% owned by Ingenix Pharmaceutical Services, Inc. and 0.002% owned by Ingenix, Inc.

(15) Ingenix International (Italy) S.r.l. is 99% owned by Ingenix Pharmaceutical Services (UK) Limited and 1% owned by Ingenix Pharmaceutical Services, Inc.

(16) Ingenix International Hungary Ltd. is 96.67% owned by Ingenix Pharmaceutical Services, Inc. and 3.33% owned by Ingenix, Inc.

(17) i3 Latin América Uruguay S.R.L. is 95% owned by Ingenix International (Netherlands) B.V. and 5% owned by Ingenix Pharmaceutical Services, Inc.

(18) i3 Latin America Argentina S.A. is 95% owned by Ingenix International (Netherlands) B.V. and 5% owned by Ingenix Pharmaceutical Services, Inc.

(19) i3 Latin America Chile S.A. is 99.9999% owned by Ingenix International (Netherlands) B.V. and 0.0001% owned by Ingenix Pharmaceutical Services, Inc.

(20) i3 Latin America Brasil Serviços de Pesquisa Clínica Ltda. Is 99% owned by Ingenix International (Netherlands) B.V. and 1% owned by Ingenix Pharmaceutical Services, Inc.

(21) Ingenix Pharmaceutical Services Mexico S.A. de C.V. is 99.98% owned by Ingenix International (Netherlands) B.V. The remaining 0.02% is owned by i3 Latin America Argentina S.A..

(22) i3 Latin America Perú S.A. is 99% owned by Ingenix International (Netherlands) B.V. and 1% owned by i3 Latin America Argentina S.A.

(23) i3 Research India Private Limited is 95% owned by Ingenix Pharmaceutical Services, Inc. and 5% owned by Ingenix, Inc.

(24) Limited partnership interest is held by UMR Holdings, Inc.. (99%). General partnership interest is held by UMR, Inc. (1%)

(25) Romania i3 Research Ingenix S.R.L. is 99% owned by Ingenix International (Netherlands) B.V. and 1% owned by Ingenix Pharmaceutical Services (UK) Limited

(26) Dental Benefit Providers, Inc. is 99.999% owned by United HealthCare Services, Inc. and 0.001% owned by PacificDental Benefits, Inc.

(27) i3 Ingenix (Belgium) is 99% owned by Ingenix International (Netherlands) B.V. and 1% owned by Ingenix Pharmaceutical Services, Inc.

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of NO to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason enter SEE EXPLANATION and provide an explanation following the interrogatory questions.

Response

1. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?

NO

Explanation:

1.

Bar Code:

1.



Medicare Part D Coverage Supplement [Document Identifier 365]

OVERFLOW PAGE FOR WRITE-INS

SCHEDULE A - VERIFICATION

Real Estate

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year		
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		
2.2 Additional investment made after acquisition		
3. Current year change in encumbrances		
4. Total gain (loss) on disposals		
5. Deduct amounts received on disposals		
6. Total foreign exchange change in book/adjusted carrying value		
7. Deduct current year's other than temporary impairment recognized		
8. Deduct current year's depreciation		
9. Book/adjusted carrying value at the end of current period (Lines 1+2+3+4-5+6-7-8)		
10. Deduct total nonadmitted amounts		
11. Statement value at end of current period (Line 9 minus Line 10)		

SCHEDULE B - VERIFICATION

Mortgage Loans

	1 Year to Date	2 Prior Year Ended December 31
1. Book value/recorded investment excluding accrued interest, December 31 of prior year		
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		
2.2 Additional investment made after acquisition		
3. Capitalized deferred interest and other		
4. Accrual of discount		
5. Unrealized valuation increase (decrease)		
6. Total gain (loss) on disposals		
7. Deduct amounts received on disposals		
8. Deduct amortization of premium and mortgage interest points and commitment fees		
9. Total foreign exchange change in book value/recorded investment excluding accrued interest		
10. Deduct current year's other than temporary impairment recognized		
11. Book value/recorded investment excluding accrued interest at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)		
12. Total valuation allowance		
13. Subtotal (Line 11 plus Line 12)		
14. Deduct total nonadmitted amounts		
15. Statement value at end of current period (Line 13 minus Line 14)		

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year		
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		
2.2 Additional investment made after acquisition		
3. Capitalized deferred interest and other		
4. Accrual of discount		
5. Unrealized valuation increase (decrease)		
6. Total gain (loss) on disposals		
7. Deduct amounts received on disposals		
8. Deduct amortization of premium and depreciation		
9. Total foreign exchange change in book/adjusted carrying value		
10. Deduct current year's other than temporary impairment recognized		
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)		
12. Deduct total nonadmitted amounts		
13. Statement value at end of current period (Line 11 minus Line 12)		

SCHEDULE D - VERIFICATION

Bonds and Stocks

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	170,463,314	159,627,064
2. Cost of bonds and stocks acquired	302,819,221	367,303,785
3. Accrual of discount	191,802	140,518
4. Unrealized valuation increase (decrease)	1,162	(1,158)
5. Total gain (loss) on disposals	(205,678)	926,771
6. Deduct consideration for bonds and stocks disposed of	295,080,058	355,262,081
7. Deduct amortization of premium	878,969	1,048,411
8. Total foreign exchange change in book/adjusted carrying value	0	0
9. Deduct current year's other than temporary impairment recognized	368,455	1,223,185
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	176,942,339	170,463,314
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	176,942,339	170,463,314

STATEMENT AS OF SEPTEMBER 30, 2009 OF THE UnitedHealthcare of New England, Inc.

SCHEDULE D - PART 1B

Showing the Acquisitions, Dispositions and Non-Trading Activity
During the Current Quarter for all Bonds and Preferred Stock by Rating Class

	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1 (a)	162,903,485	145,714,939	140,923,107	(1,195,700)	167,251,160	162,903,485	166,499,617	163,784,199
2. Class 2 (a)	4,217,637	0	2,110,125	440,389	3,099,276	4,217,637	2,547,901	4,757,253
3. Class 3 (a)	381,572	0	45,162	120,880	409,083	381,572	457,290	0
4. Class 4 (a)	0				0	0	0	731,247
5. Class 5 (a)	654,082	0	46,337	374,153	702,727	654,082	981,898	354,029
6. Class 6 (a)	0				0	0	0	0
7. Total Bonds	168,156,776	145,714,939	143,124,731	(260,278)	171,462,246	168,156,776	170,486,706	169,626,728
PREFERRED STOCK								
8. Class 1	0				0	0	0	0
9. Class 2	0				0	0	0	0
10. Class 3	0				0	0	0	0
11. Class 4	0				0	0	0	0
12. Class 5	0				0	0	0	0
13. Class 6	0				0	0	0	0
14. Total Preferred Stock	0	0	0	0	0	0	0	0
15. Total Bonds and Preferred Stock	168,156,776	145,714,939	143,124,731	(260,278)	171,462,246	168,156,776	170,486,706	169,626,728

(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 \$; NAIC 2 \$; NAIC 3 \$;
NAIC 4 \$; NAIC 5 \$; NAIC 6 \$

SCHEDULE DA - PART 1

Short-Term Investments

	1	2	3	4	5
	Book/Adjusted Carrying Value	Par Value	Actual Cost	Interest Collected Year-to-Date	Paid for Accrued Interest Year-to-Date
9199999 Totals	7,049,348	XXX	7,049,348	321	0

SCHEDULE DA - VERIFICATION

Short-Term Investments

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	12,999,040	12,894,459
2. Cost of short-term investments acquired	49,182,606	30,542,861
3. Accrual of discount		0
4. Unrealized valuation increase (decrease)		0
5. Total gain (loss) on disposals		0
6. Deduct consideration received on disposals	55,132,298	30,438,280
7. Deduct amortization of premium		0
8. Total foreign exchange change in book/adjusted carrying value		0
9. Deduct current year's other than temporary impairment recognized		0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	7,049,348	12,999,040
11. Deduct total nonadmitted amounts		0
12. Statement value at end of current period (Line 10 minus Line 11)	7,049,348	12,999,040

Schedule DB - Part F - Section 1 - Replicated (Synthetic) Assets Open

N O N E

Schedule DB - Part F - Section 2 - Reconciliation of Replicated (Synthetic) Assets Open

N O N E

SCHEDULE E - VERIFICATION

Cash Equivalents

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	0	0
2. Cost of cash equivalents acquired	154,147,602	14,644,914
3. Accrual of discount	2,398	5,086
4. Unrealized valuation increase (decrease)		0
5. Total gain (loss) on disposals		0
6. Deduct consideration received on disposals	154,150,000	14,650,000
7. Deduct amortization of premium		0
8. Total foreign exchange change in book/adjusted carrying value		0
9. Deduct current year's other than temporary impairment recognized		0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	0	0
11. Deduct total nonadmitted amounts		0
12. Statement value at end of current period (Line 10 minus Line 11)	0	0

Schedule A - Part 2 - Real Estate Acquired and Additions Made
N O N E

Schedule A - Part 3 - Real Estate Disposed
N O N E

Schedule B - Part 2 - Mortgage Loans Acquired
N O N E

Schedule B - Part 3 - Mortgage Loans Disposed, Transferred or Repaid
N O N E

Schedule BA - Part 2 - Other Long-Term Invested Assets Acquired
N O N E

Schedule BA - Part 3 - Other Long-Term Invested Assets Disposed, Transferred or Repaid
N O N E

STATEMENT AS OF SEPTEMBER 30, 2009 OF THE UnitedHealthcare of New England, Inc.

SCHEDULE D - PART 3

Show All Long-Term Bonds and Stock Acquired During the Current Quarter

1	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator (a)
912828-BA-7	US Treasury Note 3.625% 05/15/13		08/12/2009	Mellon Bank		131,875	125,000	1,108	1
0399999. Bonds - U.S. Governments						131,875	125,000	1,108	XXX
373384-LR-5	GA State GO Cont Call 5.000% 05/01/24		09/15/2009	CitiGroup		776,397	680,000	12,939	1FE
57582P-SU-5	MA State GO Cont Call 5.000% 07/01/26		09/10/2009	JP Morgan Chase		1,105,070	1,000,000	14,861	1FE
1799999. Bonds - U.S. States, Territories and Possessions						1,881,467	1,680,000	27,800	XXX
220147-S9-4	Corpus Christi Sch Dist GO Cont Call 5.000% 08/15/23		08/12/2009	Merrill Lynch		1,219,440	1,130,000	28,564	1FE
2499999. Bonds - U.S. Political Subdivisions of States, Territories and Possessions						1,219,440	1,130,000	28,564	XXX
3128MC-JP-1	FHLMC Pool G13670 MBS 5.000% 12/01/21		09/22/2009	Cantor Fitzgerald		1,057,031	1,000,000	3,333	1
31294K-V7-7	FHLMC Pool E01538 MBS 5.000% 12/01/18		09/23/2009	Amherst Sec Group		1,116,244	1,052,905	3,948	1
31396J-L7-6	FHLMC 3561 PA CMO 5.000% 12/15/31		09/25/2009	BNP Paribar Securities Corp		3,107,777	2,946,196	11,867	1
3199999. Bonds - U.S. Special Revenues						5,281,052	4,999,101	19,148	XXX
009158-AP-1	Air Products & Chemicals Inc Corp Note MW 15BP 4.375% 08/21/19		08/18/2009	BNP Paribar Securities Corp		129,906	130,000	0	1FE
05531F-AE-3	BB&T Corp Corp Note Non Call 3.375% 09/25/13		09/22/2009	UBS Sec/Warburg Dillion		664,408	665,000	0	1FE
44266R-AA-5	Howard Hughes Medical Corp Note MW 15BP 3.450% 09/01/14		08/12/2009	JP Morgan Chase		99,774	100,000	0	1FE
59217E-BZ-6	Met Life Global Corp Note Non Call Priv Plc 2.875% 09/17/12		09/10/2009	Bank of America Sec		179,487	180,000	0	1FE
637432-LT-0	National Rural Utilities Coop Corp Note MW 20BP 2.625% 09/16/12		09/09/2009	JP Morgan Chase		39,940	40,000	0	1FE
74005P-AV-6	Praxair Inc Corp Note MW 15BP 3.250% 09/15/15		08/27/2009	CitiGroup		299,229	300,000	0	1FE
742718-DD-9	Proctor & Gamble Corp Note MW 10BPS 3.150% 09/01/15		08/25/2009	Goldman Sachs		219,498	220,000	0	1FE
911312-AG-1	UPS Corp Note - Cont Call 4.500% 01/15/13		08/26/2009	Goldman Sachs		988,203	880,000	5,060	1FE
00254E-JE-3	Swedish Exp Cred Corp Note Non Call 3.250% 09/16/14	F	09/09/2009	Bank of America Sec		419,614	420,000	0	1FE
06739F-GF-2	Barclays Corp Note Non Call 5.000% 09/22/16	R	09/17/2009	Barclays Capital Inc		444,426	445,000	0	1FE
35177P-AS-6	France Telecom Corp Note MW 30 BP 4.375% 07/08/14	F	09/03/2009	BNP Paribar Securities Corp		694,538	660,000	4,973	1FE
822582-AH-5	Shell Intl Fin Corp Note MW 15BP 0.000% 09/22/15	F	09/15/2009	Morgan Stanley		798,360	800,000	0	1FE
89152U-AA-0	Total Capital Corp Note MW 15BP 3.125% 10/02/15	F	09/25/2009	Bank of America Sec		2,986,830	3,000,000	0	1FE
3899999. Bonds - Industrial and Miscellaneous (Unaffiliated)						7,914,213	7,840,000	10,033	XXX
8399997. Total - Bonds - Part 3						16,428,047	15,774,101	86,653	XXX
8399998. Total - Bonds - Part 5						XXX	XXX	XXX	XXX
8399999. Total - Bonds						16,428,047	15,774,101	86,653	XXX
8999997. Total - Preferred Stocks - Part 3						0	XXX	0	XXX
8999998. Total - Preferred Stocks - Part 5						XXX	XXX	XXX	XXX
8999999. Total - Preferred Stocks						0	XXX	0	XXX
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		07/01/2009	Bank One - POOL	480,000.000	480,000		0	L
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		07/02/2009	Bank One - POOL	18,477,000.000	18,477,000		0	L
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		07/16/2009	Bank One - POOL	828,000.000	828,000		0	L
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		07/20/2009	Bank One - POOL	4,979,000.000	4,979,000		0	L
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		07/30/2009	Bank One - POOL	3,484.870	3,485		0	L
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		08/03/2009	Bank One - POOL	23,012,000.000	23,012,000		0	L
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		08/17/2009	Bank One - POOL	6,372,000.000	6,372,000		0	L
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		08/30/2009	Bank One - POOL	3,185.770	3,186		0	L
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		08/31/2009	Bank One - POOL	7,264,000.000	7,264,000		0	L
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		09/02/2009	Bank One - POOL	15,052,000.000	15,052,000		0	L
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		09/14/2009	Bank One - POOL	6,360,000.000	6,360,000		0	L
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		09/15/2009	Bank One - POOL	654,435.460	654,435		0	L
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		09/16/2009	Bank One - POOL	582,000.000	582,000		0	L
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		09/28/2009	Bank One - POOL	7,462,000.000	7,462,000		0	L
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		09/29/2009	Bank One - POOL	4,187.140	4,187		0	L
9099999. Common Stocks - Industrial and Miscellaneous (Unaffiliated)						91,533,293	XXX	0	XXX
9799997. Total - Common Stocks - Part 3						91,533,293	XXX	0	XXX
9799998. Total - Common Stocks - Part 5						XXX	XXX	XXX	XXX
9799999. Total - Common Stocks						91,533,293	XXX	0	XXX
9899999. Total - Preferred and Common Stocks						91,533,293	XXX	0	XXX
9999999 - Totals						107,961,340	XXX	86,653	XXX

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues

STATEMENT AS OF SEPTEMBER 30, 2009 OF THE UnitedHealthcare of New England, Inc.

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22	
CUSIP Ident-ification	Description	For-ign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consid-eration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amor-tization)/ Accretion	Current Year's Other Than Temporary Impairment Recogn-ized	14 Total Change in Book/ Adjusted Carrying Value (11 + 12 - 13)	15 Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Maturity Date	NAIC Design-ation or Market In-dicator (a)	
36206X-PL-1	GNMA Pool 424427 (MBS) 7.000% 08/15/12		07/01/2009	Paydown		396	396	401	399	.0	(4)	.0	(4)	.0	396	.0	.0	.0	.16	08/15/2012	1	
36206X-PL-1	GNMA Pool 424427 (MBS) 7.000% 08/15/12		08/01/2009	Paydown		398	398	403	402	.0	(4)	.0	(4)	.0	398	.0	.0	.0	.19	08/15/2012	1	
36206X-PL-1	GNMA Pool 424427 (MBS) 7.000% 08/15/12		09/01/2009	Paydown		401	401	406	404	.0	(4)	.0	(4)	.0	401	.0	.0	.0	.21	08/15/2012	1	
36211C-F9-8	GNMA Pool 508792 (MBS) 8.000% 04/15/15		07/01/2009	Paydown		58	58	59	58	.0	.0	.0	.0	.0	58	.0	.0	.0	.3	04/15/2015	1	
36211C-F9-8	GNMA Pool 508792 (MBS) 8.000% 04/15/15		08/01/2009	Paydown		1,569	1,569	1,585	1,575	.0	(5)	.0	(5)	.0	1,569	.0	.0	.0	.84	04/15/2015	1	
36211C-F9-8	GNMA Pool 508792 (MBS) 8.000% 04/15/15		09/01/2009	Paydown		43	43	43	43	.0	.0	.0	.0	.0	43	.0	.0	.0	.3	04/15/2015	1	
36225A-SU-0	GNMA Pool 780859 (MBS) 7.500% 09/15/13		07/01/2009	Paydown		674	674	686	679	.0	(6)	.0	(6)	.0	674	.0	.0	.0	.29	09/15/2013	1	
36225A-SU-0	GNMA Pool 780859 (MBS) 7.500% 09/15/13		08/01/2009	Paydown		655	655	667	660	.0	(5)	.0	(5)	.0	655	.0	.0	.0	.33	09/15/2013	1	
36225A-SU-0	GNMA Pool 780859 (MBS) 7.500% 09/15/13		09/01/2009	Paydown		609	609	621	615	.0	(5)	.0	(5)	.0	609	.0	.0	.0	.34	09/15/2013	1	
912828-CS-7	US Treasury Note 3.500% 08/15/09		08/15/2009	Maturity		125,000	125,000	122,363	124,567	.0	433	.0	433	.0	125,000	.0	.0	.0	4,375	08/15/2009	1	
03999999. Bonds - U.S. Governments						129,803	129,803	127,234	129,402	0	400	0	400	0	129,803	0	0	0	0	4,617	XXX	XXX
677518-TH-5	Ohio State Highway GO Callable 5.750% 02/01/12		09/15/2009	Piper Jaffray		772,328	750,000	798,840	783,943	.0	(17,364)	.0	(17,364)	.0	766,580	.0	5,748	5,748	48,755	02/01/2012	1FE	
17999999. Bonds - U.S. States, Territories and Possessions						772,328	750,000	798,840	783,943	0	(17,364)	0	(17,364)	0	766,580	0	5,748	5,748	48,755	XXX	XXX	
31283J-3V-1	FHLMC Pool G10812 (MBS) 7.500% 04/01/13		07/01/2009	Paydown		482	482	491	486	.0	(4)	.0	(4)	.0	482	.0	.0	.0	.21	04/01/2013	1	
31283J-3V-1	FHLMC Pool G10812 (MBS) 7.500% 04/01/13		08/01/2009	Paydown		374	374	381	377	.0	(3)	.0	(3)	.0	374	.0	.0	.0	.19	04/01/2013	1	
31283J-3V-1	FHLMC Pool G10812 (MBS) 7.500% 04/01/13		09/01/2009	Paydown		381	381	388	384	.0	(3)	.0	(3)	.0	381	.0	.0	.0	.21	04/01/2013	1	
31283J-TM-3	FHLMC Pool G10556 (MBS) 7.000% 07/01/11		07/01/2009	Paydown		319	319	326	321	.0	(2)	.0	(2)	.0	319	.0	.0	.0	.13	07/01/2011	1	
31283J-TM-3	FHLMC Pool G10556 (MBS) 7.000% 07/01/11		08/01/2009	Paydown		643	643	657	647	.0	(4)	.0	(4)	.0	643	.0	.0	.0	.30	07/01/2011	1	
31283J-TM-3	FHLMC Pool G10556 (MBS) 7.000% 07/01/11		09/01/2009	Paydown		304	304	310	306	.0	(2)	.0	(2)	.0	304	.0	.0	.0	.16	07/01/2011	1	
31283J-WR-8	FHLMC Pool G10656 (MBS) 7.500% 01/01/12		07/01/2009	Paydown		360	360	364	361	.0	(1)	.0	(1)	.0	360	.0	.0	.0	.16	01/01/2012	1	
31283J-WR-8	FHLMC Pool G10656 (MBS) 7.500% 01/01/12		08/01/2009	Paydown		429	429	433	430	.0	(1)	.0	(1)	.0	429	.0	.0	.0	.21	01/01/2012	1	
31283J-WR-8	FHLMC Pool G10656 (MBS) 7.500% 01/01/12		09/01/2009	Paydown		376	376	380	377	.0	(1)	.0	(1)	.0	376	.0	.0	.0	.21	01/01/2012	1	
31283K-4T-2	FHLMC Pool G11734 (MBS) 5.000% 05/01/20		07/01/2009	Paydown		19,551	19,551	19,588	19,577	.0	(26)	.0	(26)	.0	19,551	.0	.0	.0	570	05/01/2020	1	
31283K-4T-2	FHLMC Pool G11734 (MBS) 5.000% 05/01/20		08/01/2009	Paydown		7,646	7,646	7,660	7,656	.0	(10)	.0	(10)	.0	7,646	.0	.0	.0	255	05/01/2020	1	
31283K-4T-2	FHLMC Pool G11734 (MBS) 5.000% 05/01/20		09/01/2009	Paydown		29,361	29,361	29,416	29,401	.0	(40)	.0	(40)	.0	29,361	.0	.0	.0	1,101	05/01/2020	1	
31283K-6J-2	FHLMC Pool G11773 (MBS) 5.000% 10/01/20		07/01/2009	Paydown		14,730	14,730	14,628	14,638	.0	93	.0	93	.0	14,730	.0	.0	.0	430	10/01/2020	1	
31283K-6J-2	FHLMC Pool G11773 (MBS) 5.000% 10/01/20		08/01/2009	Paydown		12,003	12,003	11,919	11,927	.0	75	.0	75	.0	12,003	.0	.0	.0	400	10/01/2020	1	
31283K-6J-2	FHLMC Pool G11773 (MBS) 5.000% 10/01/20		09/01/2009	Paydown		11,028	11,028	10,951	10,959	.0	69	.0	69	.0	11,028	.0	.0	.0	414	10/01/2020	1	
31286D-RZ-5	FHLMC Pool E78604 (MBS) 7.000% 09/01/14		07/01/2009	Paydown		192	192	192	192	.0	.0	.0	.0	.0	192	.0	.0	.0	.8	09/01/2014	1	
31286D-RZ-5	FHLMC Pool E78604 (MBS) 7.000% 09/01/14		08/01/2009	Paydown		193	193	193	192	.0	.0	.0	.0	.0	193	.0	.0	.0	.9	09/01/2014	1	
31286D-RZ-5	FHLMC Pool E78604 (MBS) 7.000% 09/01/14		09/01/2009	Paydown		194	194	194	194	.0	.0	.0	.0	.0	194	.0	.0	.0	10	09/01/2014	1	
31286D-UB-4	FHLMC Pool E78678 (MBS) 8.000% 08/01/14		07/01/2009	Paydown		98	98	98	98	.0	.0	.0	.0	.0	98	.0	.0	.0	.5	08/01/2014	1	
31286D-UB-4	FHLMC Pool E78678 (MBS) 8.000% 08/01/14		08/01/2009	Paydown		99	99	99	99	.0	.0	.0	.0	.0	99	.0	.0	.0	.5	08/01/2014	1	
31286D-UB-4	FHLMC Pool E78678 (MBS) 8.000% 08/01/14		09/01/2009	Paydown		100	100	99	99	.0	.0	.0	.0	.0	100	.0	.0	.0	.6	08/01/2014	1	
31286E-3V-8	FHLMC Pool E79812 (MBS) 8.000% 11/01/14		07/01/2009	Paydown		165	165	167	166	.0	(1)	.0	(1)	.0	165	.0	.0	.0	.8	11/01/2014	1	
31286E-3V-8	FHLMC Pool E79812 (MBS) 8.000% 11/01/14		08/01/2009	Paydown		165	165	167	167	.0	(1)	.0	(1)	.0	165	.0	.0	.0	.9	11/01/2014	1	
31286E-3V-8	FHLMC Pool E79812 (MBS) 8.000% 11/01/14		09/01/2009	Paydown		168	168	170	170	.0	(1)	.0	(1)	.0	168	.0	.0	.0	10	11/01/2014	1	
31286L-GA-4	FHLMC Pool E83793 (MBS) 6.000% 05/01/16		07/01/2009	Paydown		1,708	1,708	1,692	1,698	.0	10	.0	10	.0	1,708	.0	.0	.0	.60	05/01/2016	1	
31286L-GA-4	FHLMC Pool E83793 (MBS) 6.000% 05/01/16		08/01/2009	Paydown		1,708	1,708	1,693	1,698	.0	10	.0	10	.0	1,708	.0	.0	.0	.68	05/01/2016	1	
31286L-GA-4	FHLMC Pool E83793 (MBS) 6.000% 05/01/16		09/01/2009	Paydown		1,718	1,718	1,702	1,707	.0	11	.0	11	.0	1,718	.0	.0	.0	.77	05/01/2016	1	
3128MM-AT-0	FHLMC Pool G18017 MBS 5.500% 10/01/19		07/01/2009	Paydown		5,391	5,391	5,574	5,545	.0	(154)	.0	(154)	.0	5,391	.0	.0	.0	.173	10/01/2019	1	
3128MM-AT-0	FHLMC Pool G18017 MBS 5.500% 10/01/19		08/01/2009	Paydown		6,461	6,461	6,680	6,646	.0	(185)	.0	(185)	.0	6,461	.0	.0	.0	.237	10/01/2019	1	
3128MM-AT-0	FHLMC Pool G18017 MBS 5.500% 10/01/19		09/01/2009	Paydown		2,106	2,106	2,177	2,166	.0	(60)	.0	(60)	.0	2,106	.0	.0	.0	.87	10/01/2019	1	
3128PD-V9-8	FHLMC Pool J02440 MBS 5.000% 08/01/20		07/01/2009	Paydown		23,676	23,676	23,720	23,702	.0	(27)	.0	(27)	.0	23,676	.0	.0	.0	.691	08/01/2020	1	
3128PD-V9-8	FHLMC Pool J02440 MBS 5.000% 08/01/20		08/01/2009	Paydown		22,433	22,433	22,475	22,458	.0	(26)	.0	(26)	.0	22,433	.0	.0	.0	.7			

STATEMENT AS OF SEPTEMBER 30, 2009 OF THE UnitedHealthcare of New England, Inc.

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22
CUSIP Ident- ification	Description	For- eign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consid- eration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	11 Unrealized Valuation Increase/ (Decrease)	12 Current Year's (Amor- tization)/ Accretion	13 Other Than Temporary Impairment Recogn- ized	14 Total Change in Book/ Adjusted Carrying Value (11 + 12 - 13)	15 Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Maturity Date	NAIC Desig- nation or Market In- dicator (a)
.31365E-J4-6	FNMA Pool 125483 (MBS) 6.500% 04/01/12		09/01/2009	Paydown		253	253	250	251	.0	.2	.0	2	.0	253	.0	.0	.0	.12	04/01/2012	1
.31371F-VK-5	FNMA Pool 250918 (MBS) 6.500% 05/01/12		07/01/2009	Paydown		701	701	693	696	.0	.5	.0	5	.0	701	.0	.0	.0	.27	05/01/2012	1
.31371F-VK-5	FNMA Pool 250918 (MBS) 6.500% 05/01/12		08/01/2009	Paydown		1,167	1,167	1,155	1,160	.0	.7	.0	7	.0	1,167	.0	.0	.0	.51	05/01/2012	1
.31371F-VK-5	FNMA Pool 250918 (MBS) 6.500% 05/01/12		09/01/2009	Paydown		305	305	301	303	.0	.2	.0	2	.0	305	.0	.0	.0	.15	05/01/2012	1
.31371F-VM-1	FNMA Pool 250920 (MBS) 7.500% 04/01/12		07/01/2009	Paydown		674	674	685	677	.0	(3)	.0	(3)	.0	674	.0	.0	.0	.29	04/01/2012	1
.31371F-VM-1	FNMA Pool 250920 (MBS) 7.500% 04/01/12		08/01/2009	Paydown		437	437	444	439	.0	(2)	.0	(2)	.0	437	.0	.0	.0	.22	04/01/2012	1
.31371F-VM-1	FNMA Pool 250920 (MBS) 7.500% 04/01/12		09/01/2009	Paydown		353	353	359	355	.0	(2)	.0	(2)	.0	353	.0	.0	.0	.20	04/01/2012	1
.31371J-F9-0	FNMA Pool 253192 (MBS) 7.000% 04/01/15		07/01/2009	Paydown		342	342	333	337	.0	.6	.0	6	.0	342	.0	.0	.0	.14	04/01/2015	1
.31371J-F9-0	FNMA Pool 253192 (MBS) 7.000% 04/01/15		08/01/2009	Paydown		116	116	113	115	.0	.2	.0	2	.0	116	.0	.0	.0	.5	04/01/2015	1
.31371J-F9-0	FNMA Pool 253192 (MBS) 7.000% 04/01/15		09/01/2009	Paydown		106	106	103	104	.0	.2	.0	2	.0	106	.0	.0	.0	.6	04/01/2015	1
.31371J-N4-2	FNMA Pool 253411 (MBS) 6.500% 07/01/15		07/01/2009	Paydown		24	24	23	23	.0	.1	.0	1	.0	24	.0	.0	.0	.1	07/01/2015	1
.31371J-N4-2	FNMA Pool 253411 (MBS) 6.500% 07/01/15		08/01/2009	Paydown		24	24	23	24	.0	.1	.0	1	.0	24	.0	.0	.0	.1	07/01/2015	1
.31371J-N4-2	FNMA Pool 253411 (MBS) 6.500% 07/01/15		09/01/2009	Paydown		24	24	23	24	.0	.1	.0	1	.0	24	.0	.0	.0	.1	07/01/2015	1
.31371L-WN-5	FNMA Pool 255453 (MBS) 5.000% 11/01/19		07/01/2009	Paydown		26,742	26,742	27,803	.0	.0	(1,061)	.0	(1,061)	.0	26,742	.0	.0	.0	.446	11/01/2019	1
.31371L-WN-5	FNMA Pool 255453 (MBS) 5.000% 11/01/19		08/01/2009	Paydown		20,712	20,712	21,534	.0	.0	(822)	.0	(822)	.0	20,712	.0	.0	.0	.432	11/01/2019	1
.31371L-WN-5	FNMA Pool 255453 (MBS) 5.000% 11/01/19		09/01/2009	Paydown		18,008	18,008	18,723	.0	.0	(715)	.0	(715)	.0	18,008	.0	.0	.0	.450	11/01/2019	1
.31371M-CA-3	FNMA Pool 255765 MBS 5.000% 07/01/20		07/01/2009	Paydown		14,505	14,505	14,308	14,320	.0	185	.0	185	.0	14,505	.0	.0	.0	.423	07/01/2020	1
.31371M-CA-3	FNMA Pool 255765 MBS 5.000% 07/01/20		08/01/2009	Paydown		11,728	11,728	11,569	11,579	.0	150	.0	150	.0	11,728	.0	.0	.0	.391	07/01/2020	1
.31371M-CA-3	FNMA Pool 255765 MBS 5.000% 07/01/20		09/01/2009	Paydown		8,049	8,049	7,940	7,946	.0	103	.0	103	.0	8,049	.0	.0	.0	.302	07/01/2020	1
.31377Y-3A-1	FNMA Pool 391493 (MBS) 7.500% 06/01/12		07/01/2009	Paydown		132	132	135	133	.0	.0	.0	.0	.0	132	.0	.0	.0	.6	06/01/2012	1
.31377Y-3A-1	FNMA Pool 391493 (MBS) 7.500% 06/01/12		08/01/2009	Paydown		153	153	157	154	.0	.0	.0	.0	.0	153	.0	.0	.0	.8	06/01/2012	1
.31377Y-3A-1	FNMA Pool 391493 (MBS) 7.500% 06/01/12		09/01/2009	Paydown		301	301	307	302	.0	(1)	.0	(1)	.0	301	.0	.0	.0	.17	06/01/2012	1
.31378C-E5-7	FNMA Pool 394456 (MBS) 7.000% 07/01/12		07/01/2009	Paydown		319	319	321	319	.0	.0	.0	.0	.0	319	.0	.0	.0	.13	07/01/2012	1
.31378C-E5-7	FNMA Pool 394456 (MBS) 7.000% 07/01/12		08/01/2009	Paydown		322	322	323	321	.0	.0	.0	.0	.0	322	.0	.0	.0	.15	07/01/2012	1
.31378C-E5-7	FNMA Pool 394456 (MBS) 7.000% 07/01/12		09/01/2009	Paydown		1,726	1,726	1,735	1,724	.0	.2	.0	2	.0	1,726	.0	.0	.0	.91	07/01/2012	1
.31378C-EE-8	FNMA Pool 394433 (MBS) 7.000% 07/01/12		07/01/2009	Paydown		485	485	488	485	.0	.1	.0	1	.0	485	.0	.0	.0	.20	07/01/2012	1
.31378C-EE-8	FNMA Pool 394433 (MBS) 7.000% 07/01/12		08/01/2009	Paydown		1,121	1,121	1,127	1,119	.0	.2	.0	2	.0	1,121	.0	.0	.0	.52	07/01/2012	1
.31378C-EE-8	FNMA Pool 394433 (MBS) 7.000% 07/01/12		09/01/2009	Paydown		475	475	477	474	.0	.1	.0	1	.0	475	.0	.0	.0	.25	07/01/2012	1
.31384V-K7-6	FNMA Pool 535018 (MBS) 7.500% 04/01/13		07/01/2009	Paydown		425	425	429	426	.0	(1)	.0	(1)	.0	425	.0	.0	.0	.19	04/01/2013	1
.31384V-K7-6	FNMA Pool 535018 (MBS) 7.500% 04/01/13		08/01/2009	Paydown		446	446	450	447	.0	(1)	.0	(1)	.0	446	.0	.0	.0	.22	04/01/2013	1
.31384V-K7-6	FNMA Pool 535018 (MBS) 7.500% 04/01/13		09/01/2009	Paydown		454	454	459	455	.0	(1)	.0	(1)	.0	454	.0	.0	.0	.26	04/01/2013	1
.31384X-4C-9	FNMA Pool 537319 (MBS) 7.500% 06/01/15		07/01/2009	Paydown		22	22	22	22	.0	.0	.0	.0	.0	22	.0	.0	.0	.1	06/01/2015	1
.31384X-4C-9	FNMA Pool 537319 (MBS) 7.500% 06/01/15		08/01/2009	Paydown		22	22	22	22	.0	.0	.0	.0	.0	22	.0	.0	.0	.1	06/01/2015	1
.31384X-4C-9	FNMA Pool 537319 (MBS) 7.500% 06/01/15		09/01/2009	Paydown		22	22	22	22	.0	.0	.0	.0	.0	22	.0	.0	.0	.1	06/01/2015	1
.31385N-AG-4	FNMA Pool 547307 (MBS) 7.500% 08/01/15		07/01/2009	Paydown		152	152	151	151	.0	.0	.0	.0	.0	152	.0	.0	.0	.7	08/01/2015	1
.31385N-AG-4	FNMA Pool 547307 (MBS) 7.500% 08/01/15		08/01/2009	Paydown		153	153	152	152	.0	.0	.0	.0	.0	153	.0	.0	.0	.8	08/01/2015	1
.31385N-AG-4	FNMA Pool 547307 (MBS) 7.500% 08/01/15		09/01/2009	Paydown		154	154	153	153	.0	.0	.0	.0	.0	154	.0	.0	.0	.9	08/01/2015	1
.31387E-PK-7	FNMA Pool 581926 (MBS) 6.000% 07/01/16		07/01/2009	Paydown		6,325	6,325	6,303	6,302	.0	.23	.0	23	.0	6,325	.0	.0	.0	.221	07/01/2016	1
.31387E-PK-7	FNMA Pool 581926 (MBS) 6.000% 07/01/16		08/01/2009	Paydown		615	615	613	612	.0	.2	.0	2	.0	615	.0	.0	.0	.25	07/01/2016	1
.31387E-PK-7	FNMA Pool 581926 (MBS) 6.000% 07/01/16		09/01/2009	Paydown		594	594	592	592	.0	.2	.0	2	.0	594	.0	.0	.0	.27	07/01/2016	1
.31388R-ZG-5	FNMA Pool 612843 (MBS) 5.500% 01/01/17		07/01/2009	Paydown		11,578	11,578	11,383	11,439	.0	.139	.0	139	.0	11,578	.0	.0	.0	.371	01/01/2017	1
.31388R-ZG-5	FNMA Pool 612843 (MBS) 5.500% 01/01/17		08/01/2009	Paydown		6,652	6,652	6,540	6,572	.0	.80	.0	80	.0	6,652	.0	.0	.0	.244	01/01/2017	1
.31388R-ZG-5	FNMA Pool 612843 (MBS) 5.500% 01/01/17		09/01/2009	Paydown		7,093	7,093	6,973	7,008	.0	.85	.0	85	.0	7,093	.0	.0	.0	.293	01/01/2017	1
.31394V-KB-5	FNMA 2005-120 VT (CMO) 5.500% 12/25/16		07/01/2009	Paydown		6,82															

STATEMENT AS OF SEPTEMBER 30, 2009 OF THE UnitedHealthcare of New England, Inc.

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Ident-ification	Description	For-eign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consid-eration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amor-tization)/ Accretion	Current Year's Other Than Temporary Impairment Recogn-ized	Total Change in Book/ Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Maturity Date	NAIC Design-ation or Market In-dicator (a)
31397J-VC-5	FHLMC 3349 HA CMO 5.500% 05/15/29		08/01/2009	Paydown		41,366	41,366	41,599	41,521	.0	(156)	.0	(156)	.0	41,366	.0	.0	.0	1,517	11/15/2012	1
31397J-VC-5	FHLMC 3349 HA CMO 5.500% 05/15/29		09/01/2009	Paydown		41,151	41,151	41,383	41,306	.0	(155)	.0	(155)	.0	41,151	.0	.0	.0	1,697	11/15/2012	1
31405K-BZ-3	FNMA Pool 791256 (MBS) 5.500% 09/01/19		07/01/2009	Paydown		5,683	5,683	5,822	5,792	.0	(109)	.0	(109)	.0	5,683	.0	.0	.0	182	09/01/2019	1
31405K-BZ-3	FNMA Pool 791256 (MBS) 5.500% 09/01/19		08/01/2009	Paydown		5,717	5,717	5,856	5,826	.0	(109)	.0	(109)	.0	5,717	.0	.0	.0	210	09/01/2019	1
31405K-BZ-3	FNMA Pool 791256 (MBS) 5.500% 09/01/19		09/01/2009	Paydown		6,023	6,023	6,170	6,138	.0	(115)	.0	(115)	.0	6,023	.0	.0	.0	248	09/01/2019	1
31407M-P3-3	FNMA Pool 834842 MBS 5.000% 12/01/20		07/01/2009	Paydown		59,819	59,819	59,193	59,221	.0	598	.0	598	.0	59,819	.0	.0	.0	1,745	12/01/2020	1
31407M-P3-3	FNMA Pool 834842 MBS 5.000% 12/01/20		08/01/2009	Paydown		35,245	35,245	34,876	34,892	.0	352	.0	352	.0	35,245	.0	.0	.0	1,175	12/01/2020	1
31407M-P3-3	FNMA Pool 834842 MBS 5.000% 12/01/20		09/01/2009	Paydown		21,974	21,974	21,744	21,755	.0	220	.0	220	.0	21,974	.0	.0	.0	824	12/01/2020	1
31407N-FK-4	FNMA Pool 835470 (MBS) 5.000% 09/01/20		07/01/2009	Paydown		15,541	15,541	15,313	15,331	.0	210	.0	210	.0	15,541	.0	.0	.0	453	09/01/2020	1
31407N-FK-4	FNMA Pool 835470 (MBS) 5.000% 09/01/20		08/01/2009	Paydown		12,673	12,673	12,487	12,502	.0	171	.0	171	.0	12,673	.0	.0	.0	422	09/01/2020	1
31407N-FK-4	FNMA Pool 835470 (MBS) 5.000% 09/01/20		09/01/2009	Paydown		19,765	19,765	19,475	19,498	.0	267	.0	267	.0	19,765	.0	.0	.0	741	09/01/2020	1
31408E-VN-9	FNMA Pool 849421 MBS 5.000% 11/01/20		07/01/2009	Paydown		22,485	22,485	22,242	22,252	.0	232	.0	232	.0	22,485	.0	.0	.0	656	11/01/2020	1
31408E-VN-9	FNMA Pool 849421 MBS 5.000% 11/01/20		08/01/2009	Paydown		23,037	23,037	22,789	22,799	.0	238	.0	238	.0	23,037	.0	.0	.0	768	11/01/2020	1
31408E-VN-9	FNMA Pool 849421 MBS 5.000% 11/01/20		09/01/2009	Paydown		8,250	8,250	8,161	8,165	.0	85	.0	85	.0	8,250	.0	.0	.0	309	11/01/2020	1
31410K-N6-7	FNMA Pool 889713 MBS 5.000% 06/01/21		07/01/2009	Paydown		59,836	59,836	59,761	59,759	.0	77	.0	77	.0	59,836	.0	.0	.0	1,745	06/01/2021	1
31410K-N6-7	FNMA Pool 889713 MBS 5.000% 06/01/21		08/01/2009	Paydown		39,905	39,905	39,856	39,854	.0	51	.0	51	.0	39,905	.0	.0	.0	1,330	06/01/2021	1
31410K-N6-7	FNMA Pool 889713 MBS 5.000% 06/01/21		09/01/2009	Paydown		39,471	39,471	39,422	39,420	.0	51	.0	51	.0	39,471	.0	.0	.0	1,480	06/01/2021	1
594622-AN-2	MI State Rev Bond - Callable 5.750% 06/01/13		09/09/2009	Wedbush Morgan Securities		1,556,610	1,500,000	1,596,540	1,567,325	.0	(33,121)	.0	(33,121)	.0	1,534,204	.0	22,406	22,406	67,802	06/01/2013	2FE
76218K-DA-8	Rhode Island Depositors Revenue Bond - ESC 5.800% 08/01/11		09/10/2009	Pershing		1,089,240	1,000,000	1,096,300	1,078,159	.0	(20,851)	.0	(20,851)	.0	1,057,308	.0	31,932	31,932	65,089	08/01/2011	1
76218M-GX-1	Rhode Island Wtr Pln Ctrl Revenue Bond - Non Callable 5.000% 10/01/10		08/12/2009	Morgan Keegan		1,238,858	1,180,000	1,250,658	1,232,371	.0	(18,465)	.0	(18,465)	.0	1,213,905	.0	24,953	24,953	51,789	10/01/2010	1FE
831641-EA-9	Small Business Admin 2006P10A 1 ABS 5.408% 02/10/16		08/01/2009	Paydown		16,620	16,620	16,620	16,620	.0	.0	.0	.0	.0	16,620	.0	.0	.0	672	02/10/2016	1
3199999	Bonds - U.S. Special Revenues					5,752,316	5,547,608	5,813,800	5,679,221	0	(74,259)	0	(74,259)	0	5,673,025	0	79,291	79,291	247,344	XXX	XXX
15200M-AA-5	Centerpoint Energy 2008-A A1 ABS Util 4.192% 02/01/20		08/01/2009	Paydown		18,282	18,282	18,275	18,280	.0	.2	.0	.2	.0	18,282	.0	.0	.0	1,126	02/01/2020	1FE
201730-AC-2	Commercal Mtg Asset Trust CMAT 1999-C1 A3 CMBS 6.640% 01/17/32		07/11/2009	Paydown		5,671	5,671	5,627	5,636	.0	35	.0	35	.0	5,671	.0	.0	.0	220	01/17/2032	1FE
201730-AC-2	Commercal Mtg Asset Trust CMAT 1999-C1 A3 CMBS 6.640% 01/17/32		08/11/2009	Paydown		4,469	4,469	4,434	4,441	.0	27	.0	27	.0	4,469	.0	.0	.0	198	01/17/2032	1FE
201730-AC-2	Commercal Mtg Asset Trust CMAT 1999-C1 A3 CMBS 6.640% 01/17/32		09/11/2009	Paydown		4,512	4,512	4,477	4,484	.0	28	.0	28	.0	4,512	.0	.0	.0	225	01/17/2032	1FE
22411F-AC-7	CPS AUTO TR 2006-D A3 ABS Prv Plc 5.157% 05/15/11		07/15/2009	Paydown		56,238	56,238	56,238	56,238	.0	.0	.0	.0	.0	56,238	.0	.0	.0	1,692	05/15/2011	1FE
22411F-AC-7	CPS AUTO TR 2006-D A3 ABS Prv Plc 5.157% 05/15/11		08/15/2009	Paydown		56,700	56,700	56,700	56,700	.0	.0	.0	.0	.0	56,700	.0	.0	.0	1,949	05/15/2011	1FE
22411F-AC-7	CPS AUTO TR 2006-D A3 ABS Prv Plc 5.157% 05/15/11		09/15/2009	Paydown		46,920	46,920	46,920	46,920	.0	.0	.0	.0	.0	46,920	.0	.0	.0	1,815	05/15/2011	1FE
32051H-AF-0	First Horizon Alt Mtg 2006-FA3 A6 (CMO) 6.000% 07/25/36		07/01/2009	Paydown		15,750	15,750	9,752	15,739	.0	6,768	6,756	12	.0	15,750	.0	.0	.0	551	07/25/2036	3FE
32051H-AF-0	First Horizon Alt Mtg 2006-FA3 A6 (CMO) 6.000% 07/25/36		08/01/2009	Paydown		15,750	15,750	9,752	15,739	.0	6,768	6,756	12	.0	15,750	.0	.0	.0	630	07/25/2036	3FE
32051H-AF-0	First Horizon Alt Mtg 2006-FA3 A6 (CMO) 6.000% 07/25/36		09/01/2009	Paydown		13,661	13,661	8,458	13,651	.0	5,870	5,860	10	.0	13,661	.0	.0	.0	615	07/25/2036	3FE
36962G-ZH-0	GE Cap Corp Coporate Note Non-Call 4.625% 09/15/09		09/15/2009	Maturity		725,000	725,000	729,865	725,564	.0	(564)	.0	(564)	.0	725,000	.0	.0	.0	33,531	09/15/2009	1FE
55259P-AC-0	Marshall & Ilsley Corp Corporate Note Non-Call 5.250% 09/04/12		08/06/2009	CS First Boston Corp		387,315	453,000	454,234	453,528	.0	(81)	.0	(81)	.0	453,448	.0	(66,133)	(66,133)	22,263	09/04/2012	2FE
55259P-AC-0	Marshall & Ilsley Corp Corporate Note Non-Call 5.250% 09/04/12		08/06/2009	CS First Boston Corp		104,310	122,000	123,309	122,559	.0	(85)	.0	(85)	.0	122,474	.0	(18,164)	(18,164)	5,996	09/04/2012	2FE
61756U-AA-9	Morgan Stanley MSC 2007-IQ16 A1 CMBS 5.320% 07/12/12		07/01/2009	Paydown		12,996	12,996	13,028	13,009	.0	(14)	.0	(14)	.0	12,996	.0	.0	.0	403	07/12/2012	1FE
61756U-AA-9	Morgan Stanley MSC 2007-IQ16 A1 CMBS 5.320% 07/12/12		08/01/2009	Paydown		11,831	11,831	11,860	11,843	.0	(12)	.0	(12)	.0	11,831	.0	.0	.0	420	07/12/2012	1FE
61756U-AA-9	Morgan Stanley MSC 2007-IQ16 A1 CMBS 5.320% 07/12/12		09/01/2009	Paydown		12,636	12,636	12,667	12,649	.0	(13)	.0	(13)	.0	12,636	.0	.0	.0	504	07/12/2012	1FE

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	For- eign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consid- eration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amor- tization)/ Accretion	Current Year's Other Than Temporary Impairment Recog- nized	Total Change in Book/ Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Maturity Date	NAIC Desig- nation or Market In- dicator (a)
..76113F-BB-5	Residential Asset Sec 2006-A6 A212 (CMO) 6.000% 07/25/36		07/01/2009	Paydown		18,996	18,996	11,705	12,350	10	7,336	699	6,647	0	18,996	0	0	0	665	07/25/2036	5FE
..76113F-BB-5	Residential Asset Sec 2006-A6 A212 (CMO) 6.000% 07/25/36		08/01/2009	Paydown		8,346	8,346	5,143	5,426	4	3,223	307	2,920	0	8,346	0	0	0	334	07/25/2036	5FE
..76113F-BB-5	Residential Asset Sec 2006-A6 A212 (CMO) 6.000% 07/25/36		09/01/2009	Paydown		18,996	18,996	11,705	12,350	10	7,336	699	6,647	0	18,996	0	0	0	855	07/25/2036	5FE
3899999. Bonds - Industrial and Miscellaneous (Unaffiliated)						1,538,379	1,621,754	1,594,149	1,607,106	24	36,624	21,077	15,571	0	1,622,676	0	(84,297)	(84,297)	73,992	XXX	XXX
8399997. Total - Bonds - Part 4						8,192,826	8,049,165	8,334,023	8,199,672	24	(54,599)	21,077	(75,652)	0	8,192,084	0	742	742	374,708	XXX	XXX
8399998. Total - Bonds - Part 5						XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
8399999. Total - Bonds						8,192,826	8,049,165	8,334,023	8,199,672	24	(54,599)	21,077	(75,652)	0	8,192,084	0	742	742	374,708	XXX	XXX
8999997. Total - Preferred Stocks - Part 4						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
8999998. Total - Preferred Stocks - Part 5						XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
8999999. Total - Preferred Stocks						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		07/01/2009	Bank One - POOL	6,143,909.000	6,143,909		6,143,909	0	0	0	0	0	0	6,143,909	0	0	0	0		L
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		07/03/2009	Bank One - POOL	163,000.000	163,000		163,000	0	0	0	0	0	0	163,000	0	0	0	0		L
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		07/06/2009	Bank One - POOL	63,000.000	63,000		63,000	0	0	0	0	0	0	63,000	0	0	0	0		L
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		07/06/2009	Bank One - POOL	1,623,098.000	1,623,098		1,623,098	0	0	0	0	0	0	1,623,098	0	0	0	0		L
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		07/07/2009	Bank One - POOL	243,000.000	243,000		243,000	0	0	0	0	0	0	243,000	0	0	0	0		L
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		07/08/2009	Bank One - POOL	604,000.000	604,000		604,000	0	0	0	0	0	0	604,000	0	0	0	0		L
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		07/09/2009	Bank One - POOL	351,000.000	351,000		351,000	0	0	0	0	0	0	351,000	0	0	0	0		L
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		07/10/2009	Bank One - POOL	272,000.000	272,000		272,000	0	0	0	0	0	0	272,000	0	0	0	0		L
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		07/10/2009	Bank One - POOL	1,041,245.000	1,041,245		1,041,245	0	0	0	0	0	0	1,041,245	0	0	0	0		L
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		07/13/2009	Bank One - POOL	1,087,000.000	1,087,000		1,087,000	0	0	0	0	0	0	1,087,000	0	0	0	0		L
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		07/14/2009	Bank One - POOL	738,000.000	738,000		738,000	0	0	0	0	0	0	738,000	0	0	0	0		L
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		07/15/2009	Bank One - POOL	485,000.000	485,000		485,000	0	0	0	0	0	0	485,000	0	0	0	0		L
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		07/15/2009	Bank One - POOL	461,974.000	461,974		461,974	0	0	0	0	0	0	461,974	0	0	0	0		L
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		07/17/2009	Bank One - POOL	285,000.000	285,000		285,000	0	0	0	0	0	0	285,000	0	0	0	0		L
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		07/20/2009	Bank One - POOL	1,637,596.000	1,637,596		1,637,596	0	0	0	0	0	0	1,637,596	0	0	0	0		L
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		07/21/2009	Bank One - POOL	545,000.000	545,000		545,000	0	0	0	0	0	0	545,000	0	0	0	0		L
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		07/22/2009	Bank One - POOL	699,000.000	699,000		699,000	0	0	0	0	0	0	699,000	0	0	0	0		L
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		07/23/2009	Bank One - POOL	1,011,000.000	1,011,000		1,011,000	0	0	0	0	0	0	1,011,000	0	0	0	0		L
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		07/24/2009	Bank One - POOL	634,000.000	634,000		634,000	0	0	0	0	0	0	634,000	0	0	0	0		L
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		07/24/2009	Bank One - POOL	2,373,962.000	2,373,962		2,373,962	0	0	0	0	0	0	2,373,962	0	0	0	0		L
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		07/27/2009	Bank One - POOL	265,000.000	265,000		265,000	0	0	0	0	0	0	265,000	0	0	0	0		L
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		07/28/2009	Bank One - POOL	547,000.000	547,000		547,000	0	0	0	0	0	0	547,000	0	0	0	0		L

STATEMENT AS OF SEPTEMBER 30, 2009 OF THE UnitedHealthcare of New England, Inc.

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Ident-ification	Description	For-ign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consid-eration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amor-tization)/ Accretion	Current Year's Other Than Temporary Impairment Recog-nized	Total Change in Book/ Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Maturity Date	NAIC Design-ation or Market In-dicator (a)
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		07/29/2009	Bank One - POOL	545,000.000	545,000		545,000	.0	.0	.0	.0	.0	.0	545,000	.0	.0	.0	.0		
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		07/30/2009	Bank One - POOL	816,000.000	816,000		816,000	.0	.0	.0	.0	.0	.0	816,000	.0	.0	.0	.0		
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		07/31/2009	Bank One - POOL	164,000.000	164,000		164,000	.0	.0	.0	.0	.0	.0	164,000	.0	.0	.0	156		
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		07/31/2009	Bank One - POOL	4,673,178.000	4,673,178		4,673,178	.0	.0	.0	.0	.0	.0	4,673,178	.0	.0	.0	3,329		
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		08/03/2009	Bank One - POOL	8,907,828.000	8,907,828		8,907,828	.0	.0	.0	.0	.0	.0	8,907,828	.0	.0	.0	.0		
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		08/04/2009	Bank One - POOL	613,000.000	613,000		613,000	.0	.0	.0	.0	.0	.0	613,000	.0	.0	.0	.0		
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		08/05/2009	Bank One - POOL	561,000.000	561,000		561,000	.0	.0	.0	.0	.0	.0	561,000	.0	.0	.0	.0		
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		08/06/2009	Bank One - POOL	418,000.000	418,000		418,000	.0	.0	.0	.0	.0	.0	418,000	.0	.0	.0	.0		
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		08/07/2009	Bank One - POOL	235,000.000	235,000		235,000	.0	.0	.0	.0	.0	.0	235,000	.0	.0	.0	.0		
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		08/10/2009	Bank One - POOL	271,000.000	271,000		271,000	.0	.0	.0	.0	.0	.0	271,000	.0	.0	.0	.0		
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		08/11/2009	Bank One - POOL	248,000.000	248,000		248,000	.0	.0	.0	.0	.0	.0	248,000	.0	.0	.0	.0		
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		08/11/2009	Bank One - POOL	231,430.000	231,430		231,430	.0	.0	.0	.0	.0	.0	231,430	.0	.0	.0	.0		
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		08/12/2009	Bank One - POOL	886,000.000	886,000		886,000	.0	.0	.0	.0	.0	.0	886,000	.0	.0	.0	.0		
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		08/13/2009	Bank One - POOL	556,000.000	556,000		556,000	.0	.0	.0	.0	.0	.0	556,000	.0	.0	.0	.0		
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		08/14/2009	Bank One - POOL	294,000.000	294,000		294,000	.0	.0	.0	.0	.0	.0	294,000	.0	.0	.0	.0		
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		08/14/2009	Bank One - POOL	3,013,832.000	3,013,832		3,013,832	.0	.0	.0	.0	.0	.0	3,013,832	.0	.0	.0	.0		
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		08/17/2009	Bank One - POOL	1,628,252.000	1,628,252		1,628,252	.0	.0	.0	.0	.0	.0	1,628,252	.0	.0	.0	.0		
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		08/18/2009	Bank One - POOL	855,000.000	855,000		855,000	.0	.0	.0	.0	.0	.0	855,000	.0	.0	.0	.0		
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		08/19/2009	Bank One - POOL	685,000.000	685,000		685,000	.0	.0	.0	.0	.0	.0	685,000	.0	.0	.0	.0		
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		08/20/2009	Bank One - POOL	161,000.000	161,000		161,000	.0	.0	.0	.0	.0	.0	161,000	.0	.0	.0	.0		
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		08/21/2009	Bank One - POOL	498,000.000	498,000		498,000	.0	.0	.0	.0	.0	.0	498,000	.0	.0	.0	.0		
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		08/24/2009	Bank One - POOL	269,000.000	269,000		269,000	.0	.0	.0	.0	.0	.0	269,000	.0	.0	.0	.0		
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		08/25/2009	Bank One - POOL	397,000.000	397,000		397,000	.0	.0	.0	.0	.0	.0	397,000	.0	.0	.0	.0		
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		08/25/2009	Bank One - POOL	1,826,337.000	1,826,337		1,826,337	.0	.0	.0	.0	.0	.0	1,826,337	.0	.0	.0	.0		
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		08/26/2009	Bank One - POOL	181,000.000	181,000		181,000	.0	.0	.0	.0	.0	.0	181,000	.0	.0	.0	.0		
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		08/27/2009	Bank One - POOL	94,000.000	94,000		94,000	.0	.0	.0	.0	.0	.0	94,000	.0	.0	.0	.0		
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		08/28/2009	Bank One - POOL	291,000.000	291,000		291,000	.0	.0	.0	.0	.0	.0	291,000	.0	.0	.0	.0		
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		08/31/2009	Bank One - POOL	2,372,093.000	2,372,093		2,372,093	.0	.0	.0	.0	.0	.0	2,372,093	.0	.0	.0	510		
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		09/01/2009	Bank One - POOL	1,039,000.000	1,039,000		1,039,000	.0	.0	.0	.0	.0	.0	1,039,000	.0	.0	.0	223		

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Ident- ification	Description	For- eign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consid- eration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amor- tization)/ Accretion	Current Year's Other Than Temporary Impairment Recog- nized	Total Change in Book/ Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Maturity Date	NAIC Desig- nation or Market In- dicator (a)
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		09/01/2009	Bank One - POOL	6,103,559.000	6,103,559		6,103,559	0	0	0	0	0	0	6,103,559	0	0	0	1,312		L
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		09/03/2009	Bank One - POOL	462,000.000	462,000		462,000	0	0	0	0	0	0	462,000	0	0	0	88		L
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		09/04/2009	Bank One - POOL	814,000.000	814,000		814,000	0	0	0	0	0	0	814,000	0	0	0	0		L
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		09/08/2009	Bank One - POOL	1,211,000.000	1,211,000		1,211,000	0	0	0	0	0	0	1,211,000	0	0	0	0		L
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		09/09/2009	Bank One - POOL	703,000.000	703,000		703,000	0	0	0	0	0	0	703,000	0	0	0	0		L
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		09/10/2009	Bank One - POOL	372,000.000	372,000		372,000	0	0	0	0	0	0	372,000	0	0	0	0		L
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		09/10/2009	Bank One - POOL	4,639,712.000	4,639,712		4,639,712	0	0	0	0	0	0	4,639,712	0	0	0	0		L
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		09/11/2009	Bank One - POOL	220,000.000	220,000		220,000	0	0	0	0	0	0	220,000	0	0	0	0		L
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		09/14/2009	Bank One - POOL	1,728,094.000	1,728,094		1,728,094	0	0	0	0	0	0	1,728,094	0	0	0	0		L
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		09/15/2009	Bank One - POOL	1,137,000.000	1,137,000		1,137,000	0	0	0	0	0	0	1,137,000	0	0	0	0		L
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		09/17/2009	Bank One - POOL	119,000.000	119,000		119,000	0	0	0	0	0	0	119,000	0	0	0	0		L
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		09/18/2009	Bank One - POOL	466,000.000	466,000		466,000	0	0	0	0	0	0	466,000	0	0	0	0		L
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		09/21/2009	Bank One - POOL	129,000.000	129,000		129,000	0	0	0	0	0	0	129,000	0	0	0	0		L
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		09/22/2009	Bank One - POOL	575,000.000	575,000		575,000	0	0	0	0	0	0	575,000	0	0	0	0		L
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		09/23/2009	Bank One - POOL	1,161,000.000	1,161,000		1,161,000	0	0	0	0	0	0	1,161,000	0	0	0	0		L
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		09/24/2009	Bank One - POOL	249,000.000	249,000		249,000	0	0	0	0	0	0	249,000	0	0	0	0		L
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		09/24/2009	Bank One - POOL	2,739,142.000	2,739,142		2,739,142	0	0	0	0	0	0	2,739,142	0	0	0	0		L
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		09/25/2009	Bank One - POOL	296,000.000	296,000		296,000	0	0	0	0	0	0	296,000	0	0	0	0		L
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		09/28/2009	Bank One - POOL	1,731,925.000	1,731,925		1,731,925	0	0	0	0	0	0	1,731,925	0	0	0	0		L
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		09/29/2009	Bank One - POOL	586,000.000	586,000		586,000	0	0	0	0	0	0	586,000	0	0	0	0		L
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		09/30/2009	Bank One - POOL	375,000.000	375,000		375,000	0	0	0	0	0	0	375,000	0	0	0	116		L
	UHC HealthCare Liquidity Pool Pro Rata Share (Portion)		09/30/2009	Bank One - POOL	4,569,495.000	4,569,495		4,569,495	0	0	0	0	0	0	4,569,495	0	0	0	1,417		L
9099999. Common Stocks - Industrial and Miscellaneous (Unaffiliated)						84,390,661	XXX	84,390,661	0	0	0	0	0	0	84,390,661	0	0	0	7,151	XXX	XXX
9799997. Total - Common Stocks - Part 4						84,390,661	XXX	84,390,661	0	0	0	0	0	0	84,390,661	0	0	0	7,151	XXX	XXX
9799998. Total - Common Stocks - Part 5						XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
9799999. Total - Common Stocks						84,390,661	XXX	84,390,661	0	0	0	0	0	0	84,390,661	0	0	0	7,151	XXX	XXX
9899999. Total - Preferred and Common Stocks						84,390,661	XXX	84,390,661	0	0	0	0	0	0	84,390,661	0	0	0	7,151	XXX	XXX
9999999 - Totals						92,583,487	XXX	92,724,684	8,199,672	24	(54,599)	21,077	(75,652)	0	92,582,745	0	742	742	381,859	XXX	XXX

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues.....

Schedule DB - Part A - Section 1 - Options, Caps, Floors and Insurance Futures Options Owned
N O N E

Schedule DB - Part B - Section 1 - Options, Caps, Floors and Insurance Futures Options Written and
In Force
N O N E

Schedule DB - Part C - Section 1 - Collar, Swap and Forwards Open
N O N E

Schedule DB - Part D - Section 1 - Futures Contracts and Insurance Futures Contracts Open
N O N E

STATEMENT AS OF SEPTEMBER 30, 2009 OF THE UnitedHealthcare of New England, Inc.

SCHEDULE E - PART 1 - CASH

Month End Depository Balances

[illegible]

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

1	2	3	4	5	6	7	8
Description	Code	Date Acquired	Rate of Interest	Maturity Date	Book/Adjusted Carrying Value	Amount of Interest Due and Accrued	Amount Received During Year
NONE							
8699999 - Total Cash Equivalents							